

James C. Child
35
THE

PUBLIC STATUTES

OF THE

STATE OF MINNESOTA.

(1849—1858.)

COMPILED BY
MOSES SHERBURNE and WILLIAM HOLLINSHEAD, Esqrs.,
COMMISSIONERS.

PUBLISHED BY STATE AUTHORITY.

SAINT PAUL:
THE PIONEER PRINTING COMPANY.

1859.

CHAPTER 17.

CORPORATIONS—THEIR FORMATION AND REGULATION.

- See section 10. Companies see laws 24 laws 1860*
- MEDICAL SOCIETIES.**
- SECTION**
1. County medical societies, how formed; choice of officers; to be bodies corporate.
 2. Who to meet and form such societies.
 3. May purchase and hold real and personal estate.
 4. May make by-laws.
 5. May grant diplomas; duty of censors.
 6. Who permitted to be examined; membership.
 7. Fee for diploma.
 8. Annual assessment on members for certain purposes.
 9. Duties of president and vice-president.
 10. Duties of treasurer; how moneys drawn from treasury.
 11. Duties of recording secretary.
 12. Duties of corresponding secretary.
 13. When physician of one county may associate with those of another.
 14. Persons may practice, though not members.
- RELIGIOUS SOCIETIES.**
15. Persons belonging to religious societies may elect trustees.
 16. To choose a president; who entitled to vote.
 17. Notice of elections.
 18. Who to preside at election; certificate.
 19. Certificate to be acknowledged and recorded; trustees to be body corporate.
 20. Powers of trustees.
 21. Powers of trustees.
 22. Powers of trustees.
 23. Powers of trustees.
 24. To appoint clerk, treasurer and collector.
 25. Two trustees may call a meeting.
 26. Term of office; classification.
 27. Notice of expiration of term of office, and election.
 28. Conducting elections and filling vacancies.
 29. Qualification of voters.
 30. Clerk to keep register of names of hearers.
 31. Compensation of minister.
 32. District court may order sale of property.
 33. Notice of application for order.
 34. Churches heretofore incorporated established.
 35. Conveyances to trustees.
 36. Appointment of trustees in certain cases.
 37. When ministers and deacons to be trustees, and their powers.
 38. Incorporation of protestant episcopal churches; annual election of wardens and vestrymen.
 39. Power to hold property how attained.
- CEMETERY ASSOCIATIONS.**
40. How organized.
 41. Trustees to be classified.
 42. Duties of chairman and secretary.
 43. When association incorporated its powers.
 44. May make by-laws.
 45. Powers of trustees.
 46. Association may hold real estate, &c.
 47. Sale of lots.
 48. Election of trustees, term of office.
 49. Who may be trustees; vacancies.
 50. Special election.
 51. Trustees to make annual report.
 52. Proceeds of sales.
 53. Trespass in cemetery a misdemeanor.
 54. Cemetery lands free from taxation, &c.
 55. When lots inalienable; burial regulations.
- EDUCATIONAL AND CHARITABLE SOCIETIES.**
56. Persons forming corporation shall adopt and file articles as therein specified.
- SECTION**
57. Powers of corporation.
 58. Colleges may confer degrees.
 59. Act takes effect on passage.
- PLANK AND TURNPIKE ROAD COMPANIES.**
60. How companies formed.
 61. Subscriptions; to be a body corporate, and their powers.
 62. Five per cent. to be paid in, &c.; no stockholder to vote till all assessments paid.
 63. Copy of articles of association to be evidence.
 64. Business to be managed by board of directors; how elected; vacancies how filled.
 65. Corporation not dissolved if directors not elected on the day fixed.
 66. Quorum.
 67. Choice of president.
 68. Powers of directors and president.
 69. May enter upon and take lands, &c.
 70. May take lands by purchase or gift, &c.
 71. Survey of roads to be made and recorded.
 72. When parties may appoint appraisers; appraisements how made.
 73. When judge to appoint commissioners.
 74. How to appoint same.
 75. Proceeding of commissioners in assessing damages.
 76. When commissioners to appoint for others, in certain cases.
 77. Persons appointed, how to be regarded.
 78. Powers and duties of commissioners; their fees.
 79. Subpoenas may be issued.
 80. Appeal allowed.
 81. When company shall pay the damages appraised and take the land.
 82. When award may be paid county treasurer; affidavits and orders to be filed and recorded.
 83. When and how, in cases of appeal, company may take lands.
 84. How plank roads to be constructed.
 85. Turnpike roads how to be constructed.
 86. When toll gates may be erected on plank roads; rates of toll.
 87. Same of turnpike roads.
 88. Who exempt from paying toll.
 89. When and how location of gate may be changed; appeal allowed.
 90. When and how installment required to be paid.
 91. Shares to be personal property; capital stock may be increased.
 92. Notice to be given where office is to be kept; when papers may be served on company.
 93. Books to be kept by secretary; what to contain; and to be kept open; book to be evidence; penalty for neglect.
 94. Individual liability of stockholders; contribution may be compelled.
 95. Debts of company not to exceed certain sum.
 96. Stockholders may be made joint defendants with company; how execution to be issued; judgment for stockholders not liable; when suit may be brought against stockholders without.
 97. Directors to report annually; what report to contain.
 98. Justices of the peace to be inspectors; when may order gate thrown open.
 99. When gate shall be thrown open.
 100. When place out of repair is nearest to gate in adjoining county.
 101. How and when company may appeal; powers and duties of judge thereon.

SECTION.

102. Penalty on gate keeper for certain offenses.
103. Fees of justices of the peace, and by whom paid.
104. How collected, when payable by company.
105. Penalty on toll-gatherer for delaying travelers.
106. When judgment against toll-gatherer may be recovered of company.
107. Rates of toll to be posted at each gate.
108. When gate keeper may detain.
109. Corporation liable for not keeping road in repair.
110. Penalty for injury to road, &c.
111. Penalty for passing or avoiding gate without paying toll.
112. When company shall cease to exist.
113. Companies liable to visitation, &c.
114. Power of legislature over companies.
115. Not to exercise banking powers.

VILLAGES.

116. What territory may be incorporated into a village.
117. Survey and map to be made.
118. Census to be taken.
119. Survey, map, and census, where to be left.
120. Notice of application to court.
121. Notice how published.
122. Application to court, how made.
123. Order of court incorporating village.
124. Notice of meeting of electors; polls how held, &c.
125. Notice how published.
126. Judges to preside, and how meeting conducted.
127. Who may vote, and how.
128. When to be deemed a village, and when not; certain duties of judges.
129. Meeting where held, and when polls opened and closed, &c.
130. When trustees to be judges, and how elections to be conducted.
131. Duties of judges.
132. Who entitled to vote, and to hold office, &c.
133. Officers to be elected, and their term of office; when annual election to be held.
134. President and trustees; board to elect clerk, &c.
135. Officers to be sworn.
136. Special meetings, how called.
137. Vacancies, how filled.
138. Powers of board of trustees.
139. Board may impose fines, &c.; may remit same.
140. Affidavit of publication and posting notices.
141. Auditing claims, &c.
142. How accounts to be made out and sworn to, &c.
143. Account may be disallowed, or other proof required.
144. Accounts to be numbered and entered.
145. Warrants, how drawn, &c.
146. What accounts trustees not to allow, &c.
147. How account shall be paid.
148. Account, affidavit and warrant to be filed.
149. Village not to borrow money; what amount of debt may incur.
150. Improvement of streets; how tax levied.
151. Same of side-walks, &c.
152. How taxes for improvements may be paid.
153. When and how tax list to be returned.
154. How unpaid taxes collected, &c.
155. Assessment of damages, &c., on opening and widening of streets.
156. Assessment of damages, how collected.
157. When trustees to determine and assess the amount of general tax to be collected; compensation of assessors.
158. Notice of completion of assessment roll to be given, &c.
159. Trustees to complete assessment roll and issue warrant, &c.
160. Warrant to be signed by president and clerk; what warrant to contain, and may be renewed when deemed necessary.
161. Marshal to execute bond.
162. Compensation of marshal.
163. Marshal to give notice of tax list, and of time and place taxes are to be paid, &c.

SECTION.

164. When taxes to be collected by distress and sale.
 165. Marshal to pay over money and return warrant.
 166. When treasurer to advertise lots on which taxes are not paid, &c.
 167. Treasurer to sell lands; to give certificate.
 168. Treasurer to file with clerk all papers relative to tax sales, &c.
 169. When treasurer may execute deed to purchaser; effect of conveyance, and how executed.
 170. Treasurer to give notice of forfeiture of lots.
 171. Fees on advertisement and sale of lots.
 172. Taxes paid by purchaser, to be refunded on redemption.
 173. Treasurer to execute bond.
 174. Duties of treasurer.
 175. How treasurer to keep his accounts.
 176. To keep separate accounts of funds.
 177. To exhibit his books of account, &c.
 178. Compensation of treasurer.
 179. Duties of clerk.
 180. What clerk to record, &c.
 181. Compensation of clerk.
 182. Powers and duties of marshal.
 183. Duties of fire wardens.
 184. Duties of street commissioners, and their compensation.
 185. Inhabitants of village liable to ordinary highway taxes, &c.
 186. Trustees to publish annual statement of claims allowed.
 187. General laws to apply to villages.
 188. Proceedings on application to dissolve village corporation.
 189. Polls at meeting, how to be conducted; proceedings if corporation dissolved.
 190. Records, &c., where to be deposited; town supervisors to be trustees of village property, &c.
 191. Tax to pay debts may be raised after corporation dissolved.
 192. Provisions of this chapter, when to apply to villages now incorporated.
 193. Trustees to publish notice of the adoption of any provisions of this chapter.
- FERRIES.
194. License to be paid to county.
 195. Forfeiture of license.
 196. Persons prohibited from charging unless licensed.
 197. Ferry charters; board of county supervisors to grant.
 198. Supervisors of counties on either side of a stream may grant ferry rights.
 199. Tax per annum for licenses.
 200. Licenses granted, to be sealed and attested.
 201. Public notice of application for license.
 202. Requirements of the persons obtaining license.
 203. Rates of ferrriage to be established by board of supervisors.
 204. Prohibition against ferries, unless license has been obtained; penalty for violation.
 205. Failure to pay tax; file receipt for license; suit to be brought therefor.
 206. Annual taxes for ferries to be paid in advance.
 207. Bond to keep the ferry in proper condition, to be filed.
 208. Repeal of acts inconsistent.
 209. Act takes effect within sixty days after passage.
- GAS LIGHT COMPANIES.
210. Companies may be incorporated to manufacture gas.
 211. Articles of incorporation must be adopted.
 212. Public notice must be given.
 213. What the notice must contain.
 214. Commencement of business on filing articles of incorporation.
 215. Companies may make by-laws and declare dividends.
 216. Corporate powers.
 217. Penalty for unlawful opening of pipes.
 218. Transfer of shares.
 219. Necessary buildings; right of way.

SECTION.

220. Chartered privileges, when to be void.
- INSTITUTIONS OF LEARNING.
221. Corporations of learning may be instituted under certain conditions.
222. Corporate powers.
223. Powers of the trustees.
224. Diplomas; their immunities.
225. Bonds and security required from trustees.
226. Annual reports to be made to superintendent of public instruction.
227. Trustees individually liable for debts of institution.
228. Service of legal process, how made.
229. Superintendent of public instruction to visit institutions.
230. Institutions organized previous to passage of act may avail of benefits; conditions.
231. Banking or brokerage powers prohibited under this act.
232. Act takes effect on passage.
- EMIGRANT AID SOCIETIES.
233. Incorporation of associations to promote emigration.
234. Certificate and copy of constitution and by-laws to be filed with secretary of state.
235. Object of the institutions.
236. Authority to make by-laws.
237. Annual election of officers.
238. Annual report from the board of directors.
239. Powers of the board of directors.
240. Expenditure of funds for printing and distributing pamphlets.
241. Duties of officers and members prescribed in by-laws.
242. Act takes effect on passage.
- RAILROAD COMPANIES.
243. Formation of railroad companies; certificate to be filed; contents of certificate.
244. Corporate rights granted by this act.
245. Right to construct railroad and appurtenances.
246. Capital stock; amount of shares.
247. Payment of installments.
248. Forfeiture of payments and sale of stock on failure to pay installments.
249. Provision for increase of capital stock.
250. Books of subscription when and where to be opened; election of directors.
251. Right of entry upon lands for construction of road, &c.
252. Authority to change grades and locations; liable for damages to private property.
253. Occupations of streets, &c., for railroad purposes; powers and duties of town officers.
254. Rates of passage and of freight per mile of transportation.
255. Authority to borrow money and mortgage property of company therefor.
256. Purchase or gift of land for right of way, depot grounds, &c.
257. Authority to cross public roads and divert streams of water.
258. Location of an office for transaction of business.
259. Requirements in crossing public roads; erection of bridges; fencing of roads.
260. Annual reports of the condition of company to be made to state auditor.
261. Authority to construct bridges over navigable streams under certain conditions.
262. Restrictions in running trains of cars; conductor liable for violations of provisions.
263. Proceeding to effect consolidation of railroads.
264. Articles of consolidation to be filed with secretary of state.
265. Transfer of rights, immunities and privileges of each company to the consolidated company, upon the election of directors.
266. Authority to aid in the construction of other railroads, forming a connection of roads; lease or purchase of line of road authorized.
267. Act to take effect immediately.
268. Formation of companies for manufacturing, mining, agricultural, mechanical and chemical purposes; certificate to be acknowledged.
269. Certificate to be filed with register of deeds.
270. Corporate powers vested in the parties signing and acknowledging certificates.

SECTION

271. Corporation to be managed by directors to be elected.
272. Election of directors.
273. Elections to be by ballot; each share of stock entitled to one vote.
274. Failure to elect directors on the day designated, no dissolution of corporation.
275. Powers of the Directors.
276. Payment of capital stock; sale of stock for non-payment.
277. Stock to be deemed personal estate, and transferable.
278. Joint and individual liability of stockholders, for debts due clerks, laborers and servants of the company.
279. Stockholders at the time debt is contracted; individually liable therefor for five years.
280. Stock held by administrators or guardians, or by parties as collateral security, to be considered as in ownership of party pledging the same.
281. Right of executors, &c., and of persons pledging stock to vote the stock at meetings of the corporation.
282. Capital stock to be paid in money, loan to stockholders prohibited.
283. Right of legislature to amend or repeal this chapter, or corporations created under it.
284. Increase or diminution of capital stock.
285. Public notice thereof to be given, and special notice to each stockholder.
286. Meetings of stockholders, and proceedings to determine the question of increasing or diminishing the stock.
287. Record of stockholders, and transfer of shares, to be kept for the inspection of stockholders or creditors.
288. Prohibition of banking powers, under this chapter.
289. Act takes effect on passage, and repeals acts inconsistent herewith.
- BRIDGE COMPANIES.
290. Incorporation of bridge companies, how effected.
291. Subscription of capital stock and election of directors and other officers.
292. Treasurers of companies to give bonds.
293. President, his duties.
294. Secretary, his duties.
295. Adoption and amendments of by-laws.
296. Rates of toll, to be prescribed by district court.
297. Compensation of officers of companies.
298. Act takes effect on passage, and repeals inconsistent acts.
- GENERAL PROVISIONS.
- CHAPTER I.—*Of Corporations for Pecuniary Profit.*
299. Corporations may be established for transaction of any lawful business.
300. Powers of the corporation.
301. Articles of incorporation to be recorded; principal place of business.
302. Articles of incorporation of companies for internal improvements to be filed with secretary of state; indebtedness.
303. Public notice to be given.
304. Contents of notice.
305. Commencing business; when valid.
306. Changes to be published same as original articles.
307. Duration of corporations.
308. Dissolution of corporations.
309. Newspaper publication of dissolution to be given.
310. By-laws of the corporation to be posted up for public inspection.
311. Statement of capital stock to be posted.
312. Intentional fraud in failing to comply with articles of incorporation; penalty.
313. Diversion of funds to be deemed fraud.
314. Dividends by insurance companies; proviso.
315. Individual liability of stockholders, in failing to comply substantially with requisitions of this act.
316. Forfeiture of chartered rights, how caused.
317. False books or accounts, a misdemeanor.
318. Transfer of shares, when valid.

- | | |
|--|---|
| <p>SECTION
 319. Non-user of franchise, when dissolved by.
 320. Closing up business of corporation.
 321. Individual liability for unpaid installments.
 322. Private property of stockholders, exempt so long as corporation property can be levied upon.
 323. Defendant may point out corporate property, subject to levy.
 324. Private property being taken, owner may maintain an action against corporation for damages.
 325. Sinking fund may be created for certain purposes.
 326. Sale of franchise under execution.
 327. Books of corporation to be produced in suits against stockholders.
 328. A single individual may entitle himself to advantages of incorporation.
 329. Persons acting as an incorporation under this act, presumed to be legal until declared otherwise.
 330. Want of a legal organization to be no defense to actions.
 331. Corporations heretofore in force, how entitled to advantages of this act.
 332. Mutual insurance companies premium notes a lien upon property insured.
 333. Companies heretofore organized not affected by this act.</p> <p>CHAPTER II.—Of Corporations other than those of Pecuniary Profit.
 334. Provisions of chapter 1, extended to incorporation of seminaries, churches, societies, &c., so far as applicable.
 335. Newspaper publication of articles not requisite.
 336. No dividend to be made until dissolution of corporation.
 337. Corporations of an academical character invested with power of conferring degrees.</p> | <p>SECTION
 338. Banking powers prohibited under this act.
 339. General powers of corporations.
 340. May make by-laws for certain purposes, and impose penalties.
 341. First meeting, how called.
 342. When justice may call meeting, and how.
 343. When meeting valid though not called.
 344. Powers of members when so assembled.
 345. May hold and convey lands and transfer shares, and how.
 346. How long corporations to continue and for what purpose after dissolution.
 347. When district court may appoint receivers of corporation.
 348. District court to have chancery powers in such cases.
 349. Franchises and property of corporations authorized to receive toll may be taken and sold on execution.
 350. Proceedings of officer on execution.
 351. May adjourn sale.
 352. Who to be considered the highest bidder.
 353. Officer to deliver possession to purchaser, and his right to receive toll.
 354. Power of purchaser and his assigns to recover penalties.
 355. Liabilities of corporation after sale.
 356. How corporation may redeem franchise.
 357. Corporation liable to warrant of distress for damages assessed.
 358. In what county proceedings on execution may be had.
 359. Proceedings against corporation or its members, or for contribution, may be in law or equity.
 360. Powers and duties of attorney general relative to examining into condition of corporations; same as to committee appointed by legislature.</p> |
|--|---|

COUNTY MEDICAL SOCIETIES.

An Act for the formation and regulation of County Medical Societies.

[Chapter 19, Revised Statutes.]

(1.) **SEC. I.** It shall and may be lawful for the physicians and surgeons in the several counties of this territory, to meet together on such day as they or a majority of them, shall deem proper, at the place where the last term of the county court next preceding such meeting, shall have been held in their respective counties; and the several physicians and surgeons so convened as aforesaid, or any part of them, being not less than five in number, shall proceed to the choice of president, vice president, recording secretary, corresponding secretary, treasurer, and three censors, who shall hold their offices for one year, and until others are elected to fill their places; and when the said societies shall be so organized as aforesaid, they are hereby declared to be bodies corporate and politic, in fact and in name, by the names of the medical societies of the counties where such societies shall respectively be formed, and by those names, shall be in law capable of suing and being sued, pleading and being impleaded, answering and being answered unto, defending and being defended in all courts and places, and in all matters and causes whatsoever, and may have a common seal which they may alter and renew at pleasure.

(2.) **SEC. II.** All physicians and surgeons in the several counties, shall be entitled to meet in convention for the formation of a medical society in their respective counties, agreeably to the provisions of the preceding section, and take part in its deliberations and become members under the provisions of this chapter, who shall have received a diploma from any incorporated medical college or society of any of the United States, or territories, or any foreign country.

County medical societies how formed.

Choice of officers.

To be bodies corporate.

Who to meet and form such societies.

May purchase and hold real and personal estate. (3.) SEC. 3. It shall and may be lawful for the medical societies of the several counties of this territory, to purchase and hold any estate, real or personal, for the use of said society: *provided*, said estate shall in no case exceed the sum of five thousand dollars, and shall be used exclusively for objects promoting the advancement of medical science.

May make by-laws. (4.) SEC. IV. It shall be lawful for the medical societies in the respective counties, to make such by-laws and regulations relative to the affairs, concerns, and property of said societies, relative to admission and expulsion of members, the examination of students, and relative to donations or contributions, as a majority of the members shall think proper at any regular meeting of said society: *provided*, that such by-laws, rules, and regulations be not contrary to, nor inconsistent with the laws of the United States, or of this territory.

May grant diplomas. (5.) SEC. V. The medical societies established as aforesaid, are hereby respectively empowered to examine all students who may present themselves for that purpose, and to grant them diplomas under the hand of the president and seal of the society; which diploma shall constitute them members of said society; and it is hereby made the duty of the censors of each medical society, carefully and impartially to examine all medical students who shall present themselves for that purpose, and report their opinions in writing to the president of the society.

Who permitted to be examined. (6.) SEC. VI. No person shall be permitted to be examined as a candidate for a diploma and membership of any of said societies, unless he shall have arrived at the age of twenty-one years, has at least a good English education, and has studied medicine at least three years with some respectable practitioner, and can produce satisfactory evidence of good moral character.

Membership. Fee for diploma. (7.) SEC. VII. Any student who may receive a diploma from any medical society of the territory, shall pay to the president thereof, ten dollars on receiving the same.

Annual assessment on members for certain purposes. (8.) SEC. VIII. It shall be lawful for each medical society, to cause to be raised and collected from each of the members of said society, a sum not exceeding three dollars in any one year, for the purpose of procuring a medical library, anatomical cabinet, chemical apparatus, or for the encouragement of useful discoveries in the science of medicine.

Duties of president and vice-president. (9.) SEC. IX. The president shall preside at, and govern all meetings of said society, and perform all other duties which appertain to his office; and in case of absence or disability of the president, the vice president shall perform the duties of president.

Duties of treasurer. (10.) SEC. X. The treasurer of each medical society established as aforesaid, shall receive and be accountable for all money that may come into his hands by virtue of this chapter, and the by-laws of such society; and also all moneys which shall come into the hands of the president thereof, for the admission of members or licensing students; which moneys the president is hereby required to pay to the said treasurer, who shall account therefor to the society at its annual meetings; and no moneys shall be drawn from the treasury, unless in such sums and for such purposes as shall be agreed upon by a majority at their annual meetings, and by an order signed by the president, and countersigned by the recording secretary.

How moneys drawn from treasury. Duties of recording secretary. (11.) SEC. XI. It shall be the duty of the recording secretary of each of said societies, to provide a book, in which he shall make an entry of all by-laws, resolutions, rules, and regulations, which may be made from time to time; and also the name of each and every member of said society, and the time of his admission, and also the annual reports, relative to the state of the treasury, and all such other things as a majority of the society

shall think proper; to which book any member may at any time have access; and the same, together with all books, papers and records, the property of said society, which may be in his hands, shall be delivered over to his successor in office.

(12.) SEC. XII. It shall be the duty of the corresponding secretary of each of said societies to correspond on subjects relating to medical science, with the profession throughout the United States and foreign countries, and with the different societies of this territory, when requested to do so by a resolution of the society of which he is a member, or whenever he may deem it advisable, and report to the meetings of said society everything relating to such correspondence which may be interesting to the profession. Duties of corresponding secretary.

(13.) SEC. XIII. If there should not be a sufficient number of physicians and surgeons in any of the counties of this territory to form themselves into a medical society, agreeably to the provisions of this chapter, it shall be lawful for such persons to associate themselves with the physicians and surgeons of adjoining counties, for the purposes hereby contemplated. When physicians of one county may associate with those of another.

(14.) SEC. XIV. This chapter shall not be so construed as to prevent any person from practicing physic and surgery within this territory, who is not a member of any of said societies. Any person may practise, though not a member.

RELIGIOUS SOCIETIES.

An Act for the formation and regulation of Religious Societies.

√ [Chapter 36, Revised Statutes.]

(15.) SEC. I. It shall be lawful for all persons of full age belonging to any church, congregation or religious society not already incorporated, to assemble at the church or meeting house, or other place where they stately attend for divine worship, and by a plurality of votes to elect any number of discreet persons of their church, congregation or society, not less than three, nor more than nine in number, as trustees to take charge of the estate and property belonging thereto, and to transact all affairs relative to the temporalities thereof. Societies may elect trustees.

(16.) SEC. II. It shall be lawful for any such church, congregation or religious society, to choose a president of the said corporation, and of their meetings, by a vote as aforesaid, and at the election provided for in this chapter, every person of full age who has stately worshiped with such church, congregation or society, and has been formerly considered as belonging thereto, shall be entitled to a vote. To choose a president.
Who entitled to vote.

(17.) SEC. III. The minister of such congregation or society, and in case of his death or absence, one of the elders or deacons, church wardens or vestrymen thereof, and for want of such officers, any other person being a member or stated hearer in such church, congregation, or society, shall publicly notify the congregation of the time when, and the place where the said election shall be held, at least fifteen days before the day of election; and such notification shall be given for two successive sabbaths, on which such church, congregation, or society shall stately meet for public worship, preceding the election. Notice of elections.

(18.) SEC. IV. Any two of the elders, deacons, church wardens, or vestrymen of such church, congregation, or society, or if such officers shall not be present, then any two voters present, to be nominated by a majority of the voters, shall preside at such election, receive the votes and determine the qualification of voters; and they shall immediately after the election, certify under their hands and seals, the names of the persons Who to preside at election; certify.

elected to serve as trustees; in which certificate the name by which the said trustees, and their successors in office, shall forever thereafter be called and known, shall be particularly mentioned and specified.

Certificate to be acknowledged and recorded.

(19.) SEC. V. Such certificate shall be acknowledged by the persons making the same, or proved by a subscribing witness thereto, before some officer authorized to take the acknowledgment of deeds, and recorded, together with the certificate of such acknowledgment, or proof, by the register of deeds of the county within which the church or place of worship of such congregation, shall be situated, in a book provided by him for that purpose, who shall be entitled to receive seventy-five cents for such record; and thereafter such trustees and their successors, shall be a body corporate by the name expressed in such certificate.

Trustees to be a body corporate.

Powers of trustees.

(20.) SEC. VI. Such trustees may have a common seal, and may alter the same at pleasure; and they may take into their possession and custody, all the temporalities of such church, congregation, or society, whether the same shall consist of real or personal estate, and whether the same may have been given, granted or devised directly or indirectly to such church, congregation, or society, or to any other person or persons for their use.

Powers of trustees.

(21.) SEC. VII. Such trustees may also in their corporate name, sue and be sued in all courts and places, and they may recover and hold all the debts, demands, rights and privileges, all churches, buildings, burying places, and all the estate and appurtenances belonging to such church, congregation, or society, in whatsoever manner the same may have been acquired, or in whose hands soever the same may be held, as fully and amply as if the right and title thereto had been originally vested in the said trustees; and they may hold other real or personal estate and demise, lease and improve the same; but the whole of such estate, real and personal, shall not exceed the yearly value or income of three thousand dollars.

Powers of trustees.

(22.) SEC. VIII. The said trustees shall also have authority to repair and alter their churches and meeting houses, and under the direction of the society or congregation, to erect churches and meeting houses, and dwelling houses for their ministers, and other buildings for the use of their church, congregation or society.

Powers of trustees.

(23.) SEC. IX. They shall also have authority to make rules and orders for managing the temporal affairs of such church, congregation or society, and to dispose of all moneys belonging thereto; and to order and regulate the renting of pews or slips in their churches and meeting houses, and the perquisites for the breaking of the ground in the cemetery or church yard, and in the said churches or meeting houses for burying the dead.

Officers to be appointed.

(24.) SEC. X. They may appoint a clerk and treasurer of their board, and a collector to collect and receive their rents and revenues, and may regulate the fees to be allowed to such clerk, treasurer and collector, and may remove them and appoint others in their stead, at pleasure, and such clerk shall enter all rules and orders made by such trustees and payments ordered by them, in a book to be procured by them for that purpose.

Two trustees may call a meeting.

(25.) SEC. XI. Any two of the trustees may at any time call a meeting of the trustees, and a majority of them being lawfully convened, shall be competent to do and perform all matters and things which such trustees are authorized to do and perform.

Classification.

(26.) SEC. XII. The said trustees shall hold their offices for three years; and immediately after their first election as hereinbefore provided, the said trustees shall be divided by lot into three classes, numbered one, two and three; and the seats of the first class shall be vacated at the end of the first year, of the second class at the end of the second year, and of

the third class at the end of the third year, to the end; that as near as may be, one third part of the whole number of trustees may be annually chosen.

(27.) SEC. XIII. It shall be the duty of the clerk of said trustees at least one month before the expiration of the office of any of the said trustees to notify the same in writing to the minister, or in case of his death or absence, to the elders or church wardens, and if there be no elders or church wardens, then to the deacons or vestrymen of any such church, congregation or society, specifying in such notice, the names of the trustees whose office will expire; and the minister or other officers receiving such notice, shall in the manner aforesaid, notify the members of such church, congregation or society of such vacancies and appoint the time and place for the election to supply the same.

Notice of expiration of term of office and election.

(28.) SEC. XIV. Such election shall be held at least six days before vacancies shall happen as aforesaid, and all such subsequent elections shall be held and conducted in the same manner as hereinbefore provided, for the first election; and in case any vacancy shall happen by the death of a trustee, his refusal to act, or removal from the society before his term of office expires, or otherwise, notice thereof shall be given as aforesaid, and an election shall be held, and another trustee chosen in his stead for the remainder of such term.

Conducting election and filling vacancies.

(29.) SEC. XV. No person belonging to any such church, congregation or society, incorporated under the provisions of this chapter, shall be entitled to vote at any election after the first, until he shall have been an attendant on public worship in such church, congregation or society at least six months before such election, and shall have contributed to the support of such church, congregation or society according to the usages and customs thereof.

Qualification of voters after first election.

(30.) SEC. XVI. The clerk of the trustees shall keep a register of the names of all such persons as shall desire to become stated hearers in the said church, congregation or society, and shall therein note the time when such request was made; and the said clerk shall attend all subsequent elections, in order to test the qualifications of such voters in case they shall be questioned.

Clerk to keep register of stated hearers, &c.

(31.) SEC. XVII. Nothing in this chapter contained, shall be construed to give to such trustees the power to fix or ascertain the salary or compensation to be paid to any minister, but the same shall be ascertained and fixed by a majority of such society, entitled to vote at the election of trustees.

Majority of society to fix compensation of ministers.

(32.) SEC. XVIII. It shall be lawful for the district court of the county in which any such religious corporation shall have been constituted, on the application of such corporation, if such court shall deem it proper, to make an order for the sale of any real estate belonging to such corporation, and to direct the application of the moneys arising therefrom, to such uses as the said corporation, with the approbation of said court, shall conceive to be for the interest of such corporation.

When district court may order sale of property.

(33.) SEC. XIX. At least thirty days previous notice of any such application to the district court shall be given by publishing the same in some newspaper, published in the county, if one be published therein, and if not, by posting up notices in three or more public places in such county.

Notice of application for order.

(34.) SEC. XX. Every church, congregation or religious society heretofore incorporated in pursuance of law, and not since dissolved, shall be and is hereby established and confirmed; and in case of the dissolution of any such corporation, or of any corporation hereafter to be formed, in pursuance of the provisions of this chapter, for any cause whatever, the same

Churches heretofore incorporated, established.

may be incorporated under the provisions of this chapter at any time within six years after such dissolution; and thereupon all the estate, real and personal, formerly belonging to the same, and not lawfully disposed of, shall vest in such corporation as if there had been no such dissolution.

Conveyance to trustees.

(35.) SEC. XXI. All lands, tenements and hereditaments that have been or may hereafter be lawfully conveyed by devise, grant, purchase or otherwise, to any persons as trustees in trust, for the use of any religious society organized, or which may hereafter be organized within this territory, either for a meeting house, burying ground, or for the residence of a preacher, shall descend with the improvements in perpetual succession to, and shall be held by such trustees in trust for such society.

Appointment of trustees in certain cases.

(36.) SEC. XXII. Whenever by the constitution, rules or usages of any particular church or religious denomination, trustees are required to be appointed by any ministers, presiding elders or other officer or officers of such church or denomination, it shall be the duty of such ministers, presiding elders or other officer or officers to give to such trustees a certificate of their appointment under the hand and seal of the person making the same, specifying the name by which such trustees and their successors shall forever thereafter be called and known, which certificate shall be acknowledged and proved, and recorded as hereinbefore directed; whereupon such trustees and their successors appointed in the same manner shall be a body corporate, by the name expressed in such certificate, with all the rights, powers and privileges of other religious corporations constituted according to the provisions of this chapter.

When minister, deacon, &c., to be trustees and their powers.

(37.) SEC. XXIII. Whenever by the constitution, rules and usages of any particular church or religious denomination, the minister or ministers, elders and deacons or other officers elected by any church or congregation, according to such constitution, rules or usages are thereby constituted the trustees of such church or congregation, it shall be lawful for such minister or ministers, elders and deacons or other officers, to assemble together and execute under their hands and seals a certificate, stating therein the name by which they and their successors in office shall forever thereafter be called and known, which certificate shall be acknowledged or proved and recorded as hereinbefore directed; whereupon such persons and their successors in office, shall be a body corporate by the name expressed in such certificate, with all the rights, powers and privileges of other religious corporations, constituted according to the provisions of this chapter.

Protestant Episcopal Churches; how incorporated; annual election of church wardens and vestrymen.

(38.) SEC. XXIV. (a) It shall be lawful for the male persons of full age, of any church or congregation in communion with the protestant episcopal church in this territory, who shall have belonged to such church or congregation for the last three months preceding such election, and who shall have been baptized in the episcopal church, or shall have been received therein, either by the rite of confirmation, or by receiving the holy communion, or by purchasing or hiring a pew in said church, or by some joint act of the parties and of the rector, whereby they shall have attached themselves to the protestant episcopal church, and not already incorporated, at any time to meet for the purpose of incorporating themselves under this act, and by a majority of voices, to elect two church wardens, and not less than four nor more than eight vestrymen, and to determine on what day of the week, called Easter week, the said offices of church wardens and vestrymen, shall annually thereafter cease, and their successors in office be chosen; of which first election notice shall be given in the time of morning service, on two Sundays previous thereto, by the rector, or if there be none, by any other person belonging to such church

(a) Sec (38) and (39) are added by the laws of 1856, page 8; and sec (38) is as amended by the private laws of 1858, page 509.

or congregation, and that said rector, or if there be none, or he be necessarily absent, then one of the church wardens or vestrymen, or any other person called to the chair, shall preside at such election, and, together with two other persons, shall make certificate under their hands and seals, of the church wardens and vestrymen so elected, of the day of Easter week so fixed on for the annual election of their successors, and of the name or title by which such church or congregation shall be known in law; which certificate being duly acknowledged, or proved by one or more of the subscribing witnesses, before one of the judges of the supreme court, or one of the judges of the court of common pleas of the county where such church or place of worship of such congregation shall be situated, shall be recorded by the clerk of such county in a book to be by him provided for that purpose, and that the church wardens and vestrymen so elected, and their successors in office, of themselves, but if there be a rector, then together with the rector of such church or congregation, shall form a vestry and be the trustees of such church or congregation; and such trustees and their successors shall thereupon, by virtue of this act, be a body corporate by the name and title expressed in such certificate; with all the rights, powers and privileges of other religious corporations constituted according to the provisions of this chapter; and the persons qualified as aforesaid, shall, in every year thereafter, on the day in Easter week so to be fixed for that purpose, elect such church wardens and vestrymen, and whenever any vacancy shall happen before the stated annual election, by death or otherwise, the said trustees shall appoint a time for holding an election to supply such vacancy, of which notice shall be given in the time of divine service, at least ten days previous thereto; and such election, and also the stated annual elections shall be held immediately after morning service, and at all such elections, the rector, or if there be none, or he be absent, one of the church wardens or vestrymen shall preside and receive the votes of the electors, and be the returning officer, and shall enter the proceedings in the book of the minutes of the vestry, and sign his name thereto, and offer the same to as many electors present as he shall think fit, to be by them also signed and certified; and the church wardens and vestrymen to be chosen at any of the said elections, shall hold their offices until the expiration of the year for which they shall be chosen, and until others be chosen in their stead, and shall have the power to call and induct a rector to such church or congregation as often as there shall be a vacancy therein; provided, however, that no meeting or board of such trustees shall be held, unless at least three days notice thereof shall be given in writing, under the hand of the rector or one of the church wardens; and that no such board shall be competent to transact any business unless the rector, if there be one, and at least one of the church wardens and a majority of the vestrymen be present; and such rector, if there be one, and if not, then the church warden present, or if both the church wardens be present, then the church warden who shall be called to the chair by a majority of voices, shall preside at every such meeting or board, and have the casting vote.

(39.) SEC. XXV. *And be it further enacted,* That whenever any church or religious society now organized, or which may hereafter be organized as a church or congregation, but not incorporated in pursuance of law, shall comply with the provisions of chapter 36 of the revised statutes and the amendments thereto, and thereby become a body corporate, according to the intent and meaning of the said chapter 36 and amendments, all the estate real and personal which shall have been lawfully conveyed to the said church or religious society, or to the trustees or vestry thereof in trust for the use of such church or society, whether by

Shall be a body politic and corporate.

Term of office.

When any society shall comply with this act, it shall possess power to hold property.

devise, gift, grant, purchase, or otherwise, and not lawfully disposed of, shall thereupon vest in said corporation as fully and amply as if the said church had been legally incorporated from the date of its religious organization: *provided always*, that the name or title publicly assumed or borne by such church or society from the date of its organization as such, and none other, shall be the title by which it shall forever be known in law, and as a body politic and corporate.

CEMETERY ASSOCIATIONS.

An Act for the formation and regulation of Cemetery Associations.

✓ [Chapter 37, Revised Statutes.]

How organized
and trustees
elected.

(40.) SEC. I. Any number of persons residing in any county in this territory, not less than seven, who shall desire to form an association for the purpose of procuring and holding lands to be used exclusively for a cemetery or place for the burial of the dead, may meet at such time and place as they, or a majority of them may agree, and appoint a chairman and secretary by the vote of a majority of the persons present at the meeting; and may proceed to form an association by agreeing on a corporate name, by which the association shall be known, and by determining upon the number of trustees to manage the affairs of the association, which number shall not be less than three, or more than nine, and thereupon, they may proceed to elect by ballot the number of trustees so determined upon.

Trustees to be
classified.

(41.) SEC. II. The chairman and secretary of such meeting shall, immediately after such election, divide the trustees by lot into three classes; those in the first class to hold their office one year, those in the second class two years; and those in the third class three years; but the trustees of each class may be re-elected if they shall possess the qualifications hereinafter mentioned; such meeting shall also determine on what day in each year, the future annual election of trustees shall be held.

Chairman and
secretary to
make certificate;
same to be re-
corded.

(42.) SEC. III. The chairman and secretary of such meeting shall, within three days after the holding of the same, make a written certificate which shall state the names of the associates who attended such meeting; the corporate name of the association, determined upon by the majority of the persons who met; the number of trustees fixed upon to manage the concerns of the association; the names of the trustees chosen at the meeting, and their classification, and the day of the year fixed upon for the annual election of trustees; such certificate shall be signed by the said chairman and secretary, and acknowledged by them before some officer of the county authorized to take the acknowledgment of deeds, and they shall cause such certificate so acknowledged to be recorded in the register's office of the county in which the meeting was held.

When association
incorporated; its
powers.

(43.) SEC. IV. Whenever such certificate shall have been duly acknowledged and recorded as aforesaid, the association mentioned therein shall be deemed legally incorporated, and shall have the general powers and privileges, and be subject to the liabilities and restrictions as provided by the laws of this territory in respect to incorporations.

May make by-
laws.

(44.) SEC. V. Such association shall have power to make such by-laws as are necessary to effect the object of its organization, not inconsistent with the laws of this territory.

Powers of trust-
ees.

(45.) SEC. VI. The affairs and property of such association shall be managed by the trustees, a majority of whom shall form a board for the transaction of business; the trustees shall annually appoint from among their number, a president, and shall also appoint a secretary and treasurer,

who shall hold their places during the pleasure of the board; and the trustees may require the treasurer to give security for the faithful performance of the duties of his office.

(46.) SEC. VII. [*As amended by amendments of 1852, page 33:* ^{§ 17}] Any association incorporated agreeably to the provisions of this chapter, may take by purchase or gift, and hold within the county in which the certificate of their incorporation is recorded, not exceeding eighty acres of land to be held and occupied exclusively for a cemetery for the burial of the dead; such land or such portion thereof as may from time to time be required for that purpose shall be surveyed, and divided into lots of such size as the trustees may direct, with such avenues, alleys and walks as the said trustees may deem proper; and a map or maps of such surveys shall be filed and recorded in the office of register of deeds of the county in which the lands shall be situated. Such association may also purchase or take by gift, and hold personal property to an amount not exceeding one thousand dollars, and may sell the same, and apply the proceeds thereof to the purposes mentioned in section thirteen of this chapter, and no other.

Certain associations may hold real estate.

May hold personal property.

(47.) SEC. VIII. After such map shall have been filed in the register's office, as aforesaid, the trustees may sell and convey the lots, as designated on such map, upon such terms, and subject to such conditions and restrictions, to be inserted in, or annexed to, the conveyances, as the said trustees shall prescribe; every conveyance of any such lot shall be expressly for burial purposes, and no other; and shall be in the corporate name of the association, signed by the president and treasurer thereof.

Lots how to be sold.

(48.) SEC. IX. The annual election for trustees to supply the place of those whose term of office expires, shall be holden on the day mentioned in the certificate of incorporation, and at such hour and place as the trustees shall direct. The trustees chosen at any election after the first, shall hold their office for three years, and until others shall be chosen to succeed them. Such election shall be by ballot; and every person who shall be the proprietor of a lot in the cemetery of the association, or if there be more than one proprietor of any such lot, then such one of the proprietors as the majority of the joint proprietors shall designate to represent such lot, may vote at such election; and the persons receiving the highest number of votes given at such election, shall be declared elected trustees.

Election of trustees, their term of office.

(49.) SEC. X. In all elections after the first, the trustees shall be chosen from among the proprietors of lots in such cemetery; and the said trustees shall have power to fill any vacancy in their number, occurring during the term of office for which any trustee was elected. Public notice of every annual election shall be given in such manner as the by-laws of the association shall prescribe.

Who may be trustees, may fill vacancies.

(50.) SEC. XI. If the annual election shall not be held on the day fixed in the certificate of incorporation, the trustees shall have power to appoint another day, not more than sixty days thereafter, and shall give public notice of the time and place; at which time the election may be held with like effect, as if holden on the day fixed in said certificate; and the terms of office of the trustees chosen at such election, shall expire at the same time they would have done, had they been chosen on the day fixed in the said certificate of incorporation.

When special election may be held.

(51.) SEC. XII. The trustees, at each annual meeting, shall make a report, in writing, containing a statement of their doings, and of the affairs of the association, and an account of the receipts and expenditures during the year preceding.

Trustees to make annual report.

(52.) SEC. XIII. The proceeds arising from the sale of lots in such

To what purposes.

es proceeds to be applied.

cemetery, shall be applied to the payment of any debts incurred by said association, in the purchase of cemetery grounds and property, in fencing, improving, and embellishing such grounds and avenues leading thereto, and in defraying the necessary expenses in the management and care of same, and for no other purpose.

Willful trespass in cemetery a misdemeanor.

(53.) SEC. XIV. Any person who shall willfully destroy, mutilate, injure, or remove, any tomb, monument, grave-stone, building, or other structure, placed in any cemetery, or any fence, railing, or other work, for the protection or ornament thereof, or who shall willfully destroy, or injure, any tree, shrub, or plant, within the limits of such cemetery, incorporated under this chapter, shall be deemed guilty of a misdemeanor; and shall also be liable in an action to be brought in the name of the association, for the payment of all damages by him occasioned; or any proprietor of a lot in such cemetery, may sue for any injury done upon any lot owned by him.

Cemetery lands to be free from taxation or execution; no street to be laid through.

(54.) SEC. XV. The cemetery lands, and property of any association, formed pursuant to this chapter, shall be exempt from all public taxes and assessments, and shall not be liable to be sold on execution, or to be applied in payment of debts of any individual proprietors; but the proprietors of lots in such cemetery, their heirs, or legal representatives, may hold the same exempt therefrom, so long as the same shall remain appropriated to the use of a cemetery; and during that time no street, or road, shall be laid through such cemetery, or any part of the lands held by such association, for the purpose aforesaid, without the consent of the trustees of such association.

When lots to be inalienable; regulation concerning burial.

(55.) SEC. XVI. Whenever the lands of any such association shall be laid out in lots, and such lots, or any of them, shall be transferred to individual proprietors, and after there shall have been an interment in any lot so transferred, such lot, from the time of such first interment, shall forever thereafter be inalienable, and shall, upon the death of the proprietor, descend to the heirs of such proprietor, forever; but any one or more of such heirs may release to any other of said heirs, his, her, or their interest in the same; a copy of such release shall be filed with the clerk of the town, or village, or with the register of the city, or register of deeds of the county within which the said cemetery shall be situated. The body of any deceased person shall not be interred in such lot, unless it be the body of a person having, at the time of such decease, an interest in such lot, or the relative of some person having such interest, or the wife of such person, or her relative, except by the consent of all persons having an interest in such lot.

EDUCATIONAL AND CHARITABLE SOCIETIES.

An Act for the incorporation of Colleges, Seminaries, Churches, Lyceums, Libraries, and other Societies for benevolent, charitable, scientific, and missionary purposes.

amended 1853 Ch. 25 [Passed March 5, 1853.] C. 25

Shall adopt articles.

(56.) SEC. I. *Be it enacted by the legislative assembly of the territory of Minnesota: [as amended by laws of 1856, page 5:]* That any three or more persons desirous of forming a corporation for a college, seminary, church, lyceum, library, or any benevolent, charitable, scientific, or missionary society, shall adopt articles certifying—

Names of persons.

1st. The names of the persons concerned, and their having associated to form a body politic.

Corporate name.

2nd. Their corporate name, and location or place of business.

Capital stock, or

3rd. If a joint stock company, the amount of capital stock and the

amount constituting a share; if not a joint stock company, then the terms of admission to membership.

terms of admission.

4th. What officers the society or company will have; by what officers business will be conducted, and when they are to be elected, or if appointed, when and by whom such appointment is to be made, and also the number of trustees to manage the said society, and the names of the trustees for the first year of its existence; which articles shall be subscribed and sworn to by them, or by their president and secretary and a majority of such associates, before some officer authorized to take the acknowledgment of deeds, and filed and recorded in the office of the register of deeds of the county where such corporation shall exist, and a duplicate thereof shall be filed in the office of the secretary of the territory.

What officers, and how chosen.

Where such articles shall be filed.

(57.) SEC. II. When such *articles* shall have been filed as aforesaid, the persons who shall have signed and acknowledged the same, and their successors shall be a body politic and corporate, with perpetual succession. They shall be capable in law of suing and being sued, pleading and being impleaded, answering and being answered, in all courts of law and equity. They may have a common seal, alter and change the same at pleasure; acquire and sell property, personal and real, make by-laws, rules and regulations as they may deem proper or best for the good order of the corporation: *provided*, that such by-laws, rules and regulations be not contrary to the constitution and laws of the United States, or the organic act of this territory.

Powers of corporations.

May make rules, &c.

(58.) SEC. III. That any college or seminary hereafter incorporated by the provisions of this act, shall have power and are hereby invested with authority to confer the degrees usually conferred by such institutions.

May confer degrees.

(59.) SEC. IV. This act shall take effect and be in force from and after its passage.

Takes effect on passage.

PLANK AND TURNPIKE ROAD COMPANIES.

An Act for the incorporation of Plank and Turnpike Road Companies.

✓ [Chapter 39, Revised Statutes.]

(60.) SEC. I. Any number of persons not less than five, may be formed into a corporation for the purpose of constructing and owning a plank road or a turnpike road, by complying with the following requirements: notice shall be given in at least one newspaper printed in each county, through which said road is intended to be constructed, of the time and place or places where the books for subscribing to the stock of such road, will be opened; if there be no newspaper printed in the county, then such notice shall be printed in a newspaper at the seat of government; and when stock to the amount of at least five hundred dollars for every mile of the road so intended to be built, shall be in good faith subscribed, and five per cent. paid thereon, as hereinafter required; then the said subscribers may, upon due and proper notice, elect directors for the said corporation, and thereupon they shall severally subscribe articles of association, in which shall be set forth the name of the company, the number of years that the same is to continue, which shall not exceed twenty-five years from the date of said articles, whether it is a plank road or a turnpike which the company is formed to construct; the amount of the capital stock of the company, the number of shares of which the said stock shall consist, the number of the directors and their names, who shall manage the concerns of the company for the first year, and shall hold their offices until others are elected; the place from and to which the proposed road is

How companies formed.

to be constructed, and each town, city and village into or through which it is intended to pass, and its length as near as practicable.

Subscriptions ;
to be a body cor-
porate and their
powers.

(61.) SEC. II. Each subscriber to such articles of association, shall subscribe thereto his name and place of residence, and the number of shares of stock taken by him in such company ; the said articles of association may, after the provisions of the succeeding section have been complied with, be filed in the office of the secretary of the territory, and thereupon the persons who have so subscribed, and all persons who shall from time to time become stockholders in such company, shall be a body corporate by the name specified in such articles, and shall possess the powers and privileges, and be subject to the provisions contained in the chapter entitled "general provisions relating to corporations."

Five per cent.
to be paid in, &c.

(62.) SEC. III. Such articles of association shall not be filed in the office of the secretary of the territory, until five per cent. on the amount of the stock subscribed thereto, shall have been actually and in good faith paid in cash to the directors named in such articles, nor until there is indorsed thereon or annexed thereto, an affidavit, made by at least three of the directors named in such articles, that the amount of the capital stock required by the first section of this chapter has been subscribed, and that five per cent. on the amount has actually been paid in ; and no stockholder shall be entitled to vote for directors of any company of which he may be a member, or for any other purpose unless all assessments due on his stock, shall be paid before such election.

No stockholder
to vote till all
assessments paid.

Copy of articles
of association to
be evidence.

(63.) SEC. IV. A copy of any articles of association, filed in pursuance of this chapter, with a copy of the affidavit aforesaid indorsed thereon, or annexed thereto, and certified by the secretary of the territory, shall, in all courts and places, be presumptive evidence of the incorporation of such company, and of the facts therein stated.

Business to be
managed by
board of direct-
ors ; how elect-
ed.

(64.) SEC. V. The business and property of such company shall be managed and conducted by a board of seven directors, who, after the first year, shall be elected annually at such time and place as shall be directed by the by-laws of such corporation ; and public notice shall be given of the time and place of holding such election, not less than twenty days previous thereto, in such manner as shall be prescribed by the by-laws of the company ; the election shall be made by such of the stockholders as shall attend for that purpose, either in person or by proxy. All elections shall be by ballot ; and each stockholder shall be entitled to as many votes as he shall own shares of stock ; and the persons having the greatest number of votes, shall be directors. Whenever any vacancy shall happen in the board of directors, such vacancy shall be filled for the remainder of the term, by the remaining directors. The directors shall hold their office for one year, and until others are elected in their places ; and no person shall be a director unless he is a stockholder in the company.

Vacancies how
filled.

Corporation not
dissolved if di-
rectors not elect-
ed on the day
fixed.

(65.) SEC. VI. In case it shall happen that an election for directors shall not be held on the day fixed for such election, by the by-laws of such company, such corporation for that reason shall not be dissolved, but it shall be lawful on any other day to hold an election for directors, as shall be provided in the said by-laws ; or if there be no such provision, then on some early day to be appointed by the directors then in office ; and in all such cases, the same notice of the time and place of holding the election, shall be given as is provided in the preceding section, and all the acts of the directors shall be binding as against such corporation, until their successors shall be elected.

Quorum.

(66.) SEC. VII. Five directors shall be a board for the transaction of business, and the acts of a majority of the board shall bind the corporation.

(67.) SEC. VIII. The directors at the first meeting after their election, shall choose by ballot one of their number as president, and they shall supply any vacancy in the office of president, whenever the same shall occur.

Choice of president.

(68.) SEC. IX. The president and directors shall have power to make and prescribe such by-laws, rules and regulations, respecting the transfer of the stock and the management and control of the property, business and affairs of such corporation, as they may deem proper, and not inconsistent with the constitution and laws of the United States, or of this territory; and shall have power to appoint and employ officers, clerks, agents and servants, for conducting and carrying on the business of such corporation, and determine their duties, and the salaries and wages to be paid them.

Powers of directors and president.

(69.) SEC. X. It shall be lawful for such company, their officers, engineers and agents, to enter upon any lands for the purpose of exploring, surveying and locating the route of such road, doing thereto no unnecessary damage, nor locating any such road through any orchard or garden, without the consent of the owner thereof, nor through any buildings or any fixtures or erections for the purposes of trade or manufactures, or any yards or inclosures necessary to the use and enjoyment thereof, without permission from the owners; and when the said route shall be determined by the said company, it shall be lawful for them, their officers, agents, engineers, contractors and servants, to enter upon, take possession of, and use such lands to the width of four rods, upon their first making payment, at the time and in the manner hereinafter specified, of such compensation as the company may have agreed to pay therefor, or as shall be ascertained in the manner hereinafter directed; *provided*, that the said corporation shall not in their corporate capacity, hold, purchase or deal in any lands within this territory, other than the lands on which the said road shall run, or which may be actually necessary for the construction or maintenance thereof, and of the gates, toll houses, and other fixtures connected therewith.

May enter upon and take lands, &c.

(70.) SEC. XI. Such company so formed may procure, by purchase, or gift, from the owners thereof, any lands necessary for the construction of such road, or for the erection of gates, toll houses, and other fixtures; and may also procure, by agreement, with the county commissioners of any county, the right to take and use any part of any public highway in such county, for the construction of such proposed road, and agree with such commissioners upon the amount of compensation and damages to be paid by such company to such commissioners therefor; every such agreement with the commissioners shall be in writing, and shall be filed in the office of the register of deeds of the county; and such compensation and damages, when paid to the county commissioners, shall be expended by them in improving the highways of such county.

May take lands by purchase or gift, &c.

(71.) SEC. XII. When any such company shall have procured all the lands necessary to be used for the construction of its road in any county, and the right to take and use such parts of the public highway in such county, as shall be necessary for that purpose, it shall cause an accurate survey of such road to be signed by its president and secretary, and acknowledged by them, as conveyances of real estate are required to be acknowledged, and recorded in the office of the register of deeds of such county; and whenever such company shall have so procured the land, and the right to take and use the parts of public highways necessary to construct its road in any such county, and shall have caused such survey thereof to be made and recorded, said company may construct so much of its road as shall be intended to be constructed in any such county; and so

Survey of roads to be made and recorded.

much of any such road as shall be situated in any county, may be embraced in one survey, and recorded as aforesaid.

When parties may appoint appraisers, appraisements how made.

(72.) SEC. XIII. Whenever it shall be necessary for such company to enter upon and occupy, for the purpose of making said road, any lands, the owners of which shall refuse to permit such entry, or occupation, and such company cannot agree with such owners upon the compensation and damages to be paid for the use of such land, it shall be lawful for the parties to appoint three disinterested persons, residents of the county, to estimate and appraise such compensation and damages; every such appraisalment shall be reduced to writing, and signed by the appraisers, or a majority of them, and a duplicate copy thereof shall be furnished to each of the parties; the expense of said appraisalment shall be paid by said company.

When judge to appoint commissioners.

(73.) SEC. XIV. In case such company and the owners of such lands, can not agree upon the persons to make such appraisalment, or if the persons agreed upon shall not decide upon the matter, or if the owners of such land shall refuse, or neglect, within twenty days after being notified thereof, to join in such appointment; or if such owner shall be a married woman, under age, an idiot, non-resident of the territory, or unknown, then the said company shall make application to the judge of the district court of the district in which such lands are situated, specifying the route of the proposed road, and asking for the appointment of three commissioners to appraise damages which any person, or corporation, may sustain, by reason of the construction of such road; and such application shall be signed by a majority of the directors of such company.

How to appoint same.

(74.) SEC. XV. Upon such application being presented to such judge, he shall fix a time and place when and where he will appoint such commissioners, and shall order a notice thereof to be given to the persons interested in such lands, in such manner as he shall deem proper; and upon satisfactory proof, by affidavit, that such notice has been duly given, he shall appoint three disinterested persons who are residents of the county where such lands are situated, and not owners of real estate in any township through which said road is proposed to be constructed, to act as commissioners for the appraisal of all such damages to their county.

Proceedings of commissioners in assessing damages.

(75.) SEC. XVI. Such commissioners shall, before proceeding to make such appraisal, be furnished with a map and a description of the lands to be appraised, together with the names and residences of the persons or corporations owning or having any interest therein, so far as the same can be ascertained; and such commissioners shall, by an order under their hands, appoint a time and place for the ascertaining and determining the amount of damages to which any owner of the land may be justly entitled; notice whereof shall be served not less than twelve days previously on the party interested in the lands, or damages to be appraised, in such manner as the commissioners shall, in and by their order direct; and on the day so appointed, the said commissioners shall meet in pursuance of said order, and having organized by taking and subscribing an oath or affirmation to be administered by any officer, authorized to administer oaths, justly and impartially, to appraise the lands required for the use of said company for such road in their county, and to award the compensation and damages which ought justly to be paid for the same to the owners thereof, and faithfully to perform their duty as such commissioners according to law and the best of their judgment and ability; they shall proceed to hear the parties and view the lands to be appraised in each case, and after hearing the proof and allegations of the parties, they or a majority of them agreeing, shall make up and sign their awards of the damages, embracing therein a description of the land in respect to which it is found,

and such award may include assessment of damages to one or more persons, and shall be acknowledged by the commissioners before some officer authorized to take the acknowledgment of deeds, and filed in the office of register of deeds of the county in which the damages were assessed, or the land appraised shall be situated: *provided*, that the said commissioners shall in no case make an award of damages, or other determination, until said company shall have produced satisfactory proof by affidavit, that the notice of the meeting of the commissioners has been given as prescribed in this section, and such affidavit shall be attached to and filed with the award or determination of such commissioners.

(76.) SEC. XVII. If any person interested in lands, or damages to be appraised by such commissioners, shall be a married woman, under age, an idiot, insane person, non-resident of this territory, or shall be unknown, and there shall be no one duly authorized by law to act instead of any such person; the said commissioners on being applied to for that purpose by the said company, shall be authorized and required to appoint, and by an order in writing to be made and signed by them, some competent and suitable person who will consent to act, to take care of the interests of such interested person in respect to the proceedings to ascertain such damages; and all such notices as are required to be served on any owner or interested person residing in such county, shall be served upon the person so appointed in like manner, and with the like effect, as if served on the owner or person interested; but any person so appointed to take care of the interests of any non-resident or unknown person, may be superseded by him.

When commissioners to appoint for others in certain cases.

(77.) SEC. XVIII. In all cases of the appraisal of lands authorized by this chapter, or of damages and every proceeding in relation thereto, in which the appointment of a person shall have been made in accordance with the provisions of the preceding section, the person so appointed shall be regarded and treated in all respects as a party representing the interests of the person or persons owning or interested in the land, or damages appraised; and all proceedings in such cases shall be effectual and conclusive upon the party represented by the persons so appointed.

Persons appointed, how to be regarded.

(78.) SEC. XIX. Whenever such commissioners shall have met together to make an appraisal of damages, agreeably to the provisions of this chapter, and shall have taken the oath in such case required, they shall have authority to adjourn their meetings from time to time, as deemed proper, and to issue subpoenas requiring the attendance of necessary witnesses; and each of the said commissioners is authorized to administer the proper oath or affirmation to such witnesses as may be examined before them, and to take any affidavit relating to the proceedings in any appraisal of damages which they may be called upon to make; and it shall be the duty of such commissioners to keep minutes of their proceedings, in making any appraisals, and to deposit the same, together with their awards of damages, and all papers used before them relating thereto, in the office of the register of deeds of the county where the lands appraised shall be situated, or the damages shall be awarded. The said commissioners shall be entitled to two dollars a day for their services while attending to the duties required of them in this chapter, which shall be paid by the company.

Powers and duties of commissioners.

Their fees.

(79.) SEC. XX. On application of any party interested, any judge, or justice of the peace, may issue a subpoena, requiring witnesses to attend before such commissioners; and such subpoena shall have the same force and effect, and the witnesses duly subpoenaed by virtue thereof, and refusing or neglecting to obey the same, shall be subject to the same penal-

Subpoenas may be issued.

ties and liabilities, as if such subpoena were issued from a court of record in a suit pending therein.

Appeal allowed.

(80.) SEC. XXI. Either party feeling aggrieved by any such appraisal of land, or damages, is authorized to appeal therefrom, within thirty days from the time of being notified of such appraisal, to the district court of the county in which the said appraisal is made, by a notice in writing to that effect, to be served upon the opposite party.

When company shall pay the damages appraised, and take the land.

(81.) SEC. XXII. Within forty days after the making of any award, by the commissioners appointed to appraise damages, if an appeal from such award shall not have been taken, the company shall pay to the person entitled to receive the same, the amount thereof, or shall make a legal tender thereof to him; if he shall refuse to receive the same, the company may thereupon enter upon the land, in respect to which such award was made, and take and hold the same, to it, and its assigns, so long as it shall be used for the purposes of such a road as such company was formed to construct.

When award may be paid county treasurer.

(82.) SEC. XXIII. If any person entitled to receive the amount of any such award, be not a resident of this territory, or cannot be found therein, the company may furnish to the judge of the district court for the county in which such award shall be made, satisfactory proof of such fact, and he shall thereupon make an order that the amount of such award shall be paid to the treasurer of the county in which the lands lie, in respect to which such award was made, for the use of such owner; and that notice of such payment shall be given by publishing the same once in each week for six successive weeks, in a newspaper published in the county, if there be one published therein, if not, then such publication shall be made in some newspaper published at the seat of government; on satisfactory proof being made to the said judge, within three months from the time of making the last mentioned order, of such payment and publication, he shall make an order authorizing the company to take and hold the land in respect to which said award was made; which shall have the same effect as if such payment had been made to the owner personally. The affidavits and orders mentioned in this section, and all other affidavits and orders made, and precepts issued, in the course of the proceedings under this chapter, in relation to the acquisition of the land to be used for such roads, shall be filed in the office of the register of deeds of the county; and all such orders, and the awards of the commissioners, shall be recorded by such register in the records of deeds, at the expense of such company.

Affidavits and orders to be filed and recorded.

When and how, in cases of appeal, company may take lands.

(83.) SEC. XXIV. If any owner shall appeal to the district court, from the decision of the commissioners, the company, upon depositing the amount of the award sought to be set aside, in such manner as the judge of the said district court shall, upon hearing the parties, direct, in trust that the same, or so much thereof as the said owner shall be entitled to receive, shall be paid to him on demand, and on giving such security by bond as the said judge shall approve for the payment to such owners of any sum which he may be entitled to receive from the company, in respect to the land in question, by reason of any verdict, or the judgment of any court for such compensation, damages, and costs, the company may enter upon and use such lands for the purpose of such roads; but the title of the owners thereof shall not be divested until the payment or legal tender to him of the whole amount, which he shall be entitled to receive from the company for such compensation, damages, and costs; and on such payment or tender being made, the said company shall be entitled to take and hold such land, to it and its assigns, so long as the same shall

be used for the purposes of such a road as such company was formed to construct.

(84.) SEC. XXV. Every plank road made by virtue of this chapter, shall be laid out at least four rods wide, and shall be so constructed as to make, secure and maintain a smooth and permanent road, the track of which shall be made of timber, plank, or other hard material; so that the same shall form a hard and even surface, and be so constructed as to permit carriages and other vehicles conveniently and easily to pass each other; and also, so as to permit all carriages to pass on and off, where such road is intersected by other roads.

How plank roads
to be con-
structed.

(85.) SEC. XXVI. Every turnpike road that shall be constructed by virtue of this chapter, shall be laid out at least four rods wide, and shall be bedded with stone, gravel, or such other material as may be formed on the line thereof, and faced with broken stone or gravel, so as to form a hard and even surface, with good and sufficient ditch on each side whenever the same are practicable; the arch or bed of such road shall be at least eighteen feet wide, and shall be so constructed as to permit carriages and other vehicles conveniently to pass each other, and to pass on and off such turnpike where it may be intersected by other roads.

Turnpike roads
how to be con-
structed.

(86.) SEC. XXVII. Whenever any plank road company shall have completed the road, or any five consecutive miles thereof, the said company may erect one or more toll gates upon their road, but not within three miles of each other, and may demand and receive toll not exceeding two cents per mile for any vehicle drawn by two animals; and for any vehicle drawn by more than two animals, one cent per mile for every additional animal; for every vehicle drawn by one animal, one cent per mile; for every score of sheep or swine, and for every score of neat cattle, one cent per mile, and in the same proportion for any greater or less number of cattle, sheep or swine, for every horse and rider, or led horse, three-fourths of a cent per mile.

When toll gates
may be erected on
plank roads;
rates of toll.

(87.) SEC. XXVIII. Whenever any turnpike road company shall have completed their road, or any five consecutive miles thereof, the said company may erect one or more toll gates upon their road, but not within three miles of each other, and may demand and receive toll not exceeding the following rates: For every vehicle drawn by one animal, three quarters of a cent per mile; for every vehicle drawn by two animals, one and a half cents per mile; for every vehicle drawn by more than two animals, one quarter cent additional a mile, for every animal more than two; for every score of neat cattle, one cent a mile; for every score of sheep or swine, one-half cent a mile, and in the same proportion for any greater or less number of neat cattle, sheep or swine; for every horse and rider, or horse, one-half cent a mile.

Same of turn-
pike roads.

(88.) SEC. XXIX. No tolls shall be collected at any gate of any company incorporated under this chapter, from any person passing to or from public worship, or a funeral, or from any person going for a physician, or returning from such errand, or from any person going to or returning from any court, when legally summoned as a juror or witness, or from any person going to a town meeting or election, at which he is entitled to vote, for the purpose of giving such vote, and returning therefrom; or from farmers going to and from their work on their farms; and no more than half the rate of toll provided for in this chapter, shall be taken from persons living within one mile of the gate at which the toll is taken.

Who exempt
from paying toll.

(89.) SEC. XXX. The commissioners of any county in which a toll gate may be located, on any such road, whenever they or a majority of them, shall be of opinion that the location of such gate is unjust to the

When and how
location of gate
may be changed.

public interests, by reason of the proximity of diverging roads, or for other reasons, may, by giving at least fifteen days written notice to the president or secretary of said company, apply to the district judge of the county in which such gate is located, for an order to alter or change the location of such gate, the said judge on such application being made, and on hearing the respective parties, and on viewing the premises, if he shall deem such view necessary, shall make such orders in the matter as to him may seem just and proper; and either party may, within fifteen days thereafter, appeal from such order to the district court of the county, on giving such security as the district judge shall require; such order, unless appealed from, shall be observed by the respective parties, and may be enforced by attachment or otherwise, as the said court shall direct; and if appealed from, the decision of the district court shall be final in the matter, and the said district court may direct the payment of costs in the premises, as shall be deemed just and equitable.

Appeal allowed.

When and how installment required to be paid.

(90.) SEC. XXXI. The directors of any company incorporated under this chapter, may require payment of the sums subscribed to the capital stock at such times, and in such proportion, and on such conditions as they shall see fit, under the penalty of the forfeiture of the stock and all previous payments thereon; and they shall give notice of the payment thus required, and of the place and time where and when the same are to be made, at least thirty days previous to the payment of the same, in one newspaper printed in each county, in or through which the said road is located, or by sending such notice to each stockholder by mail directed to him at his usual place of residence.

Shares to be personal property; capital stock may be increased.

(91.) SEC. XXXII. The shares of any company formed under this chapter shall be deemed personal property, and may be transferred as shall be prescribed by the by-laws of such company. The directors of any such company may, at any time, with the consent of a majority in amount of the stockholders in such company, provide for such increase of the capital stock of such company as may be necessary to finish the making of a road actually commenced and partially constructed.

Notice to be given; where offices to be kept.

(92.) SEC. XXXIII. Within thirty days after the formation of any company, by virtue of this chapter, the directors thereof shall designate some place within a county, in which, according to the articles of association of such company, its road, or some part thereof, is to be constructed, as the office of such company, and shall give public notice thereof by publishing the same in a newspaper published in such county, if any there be, if not, then in a paper published at the seat of government; which publication shall be continued once in each week for three successive weeks; and shall file a copy of such notice in the office of the clerk of the district court of every county in which any part of such road is constructed, or is to be constructed; and if the place of such office shall be changed, like notice of such change shall be published, and filed as aforesaid, before it shall take place, in which notice the time of making the change shall be specified; and every notice, summons, declaration, or other paper, required by law to be served on such company, may be served by leaving the same at such office, with any person having charge thereof, at any time between nine o'clock in the forenoon and noon, and between two and five o'clock in the afternoon of any day except Sunday.

When papers may be served on company.

Book to be kept by secretary; what to contain and to be kept open.

(93.) SEC. XXXIV. It shall be the duty of the directors of any such company, to cause a book to be kept by the secretary, treasurer, or clerk thereof, containing the names of all persons, alphabetically arranged, who are, or shall within six years, have been stockholders of such company, and showing their places of residence, the number of shares of stock held by them respectively, and the time when they respectively

became the holders of such shares, and every transfer of stock actually paid in; which book shall, from nine o'clock in the forenoon until noon, and from two o'clock in the afternoon until five, on every day except Sunday, be open for the inspection of all persons who may desire to examine the same, at the office of such company; and any and every person shall have the right to make extracts from such book; and no transfer of stock shall be valid for any purpose whatever, except to render the person to whom it shall be transferred, liable for the debts of the company, according to the provisions of this chapter, until it shall have been entered therein, as required by this section, by an entry showing to and from whom transferred; such book shall be presumptive evidence of the facts therein stated, in favor of the plaintiff, in any suit or proceeding against such company, or against any one or more stockholders, or against such company and one or more stockholders jointly. Every officer, or agent, of such company, who shall neglect to make any proper entry in such book, or shall refuse, or neglect, to exhibit the same, or allow the same to be inspected, and extracts to be taken therefrom, as provided by this section, shall be deemed guilty of a misdemeanor; and the company shall forfeit and pay to the party injured, a penalty of fifty dollars for every such neglect, or refusal, and all the damages resulting therefrom; and every company that shall neglect to keep such a book open for inspection, as aforesaid, shall forfeit and pay the sum of fifty dollars for every day it shall so neglect; to be sued for and recovered in the name of the United States, by the district attorney of any county in or through which the road of such company shall be constructed, for the use of such county.

Book to be evidence.

Penalty for neglect.

(94.) SEC. XXXV. The stockholders of every company incorporated under this chapter, shall be liable in their individual capacity, for the payment of the debts of such company, for an amount equal to the amount of the stock they have severally subscribed, or hold in said company, over and above such stock to be recovered of the stockholder, who is such when the debt is contracted, or of any subsequent stockholder; and any such stockholder who may have paid any demand against such company, either voluntarily or by compulsion, shall have a right to resort to the rest of the stockholders who were liable to contribution; and the dissolution of any company shall not release or affect the liability of any stockholder, which may have been incurred before such dissolution.

Individual liability of stockholders.

Contribution may be compelled.

(95.) SEC. XXXVI. The debts and liabilities of any company formed under this chapter, shall not exceed in amount at any one time, fifty per cent. of the amount of its capital actually paid in; and if such debts and liabilities shall at any time exceed such amount, the stockholders who were such at the time any excess of debts or liabilities shall be created or incurred, shall be jointly and severally, individually liable for such excess, in addition to their other individual liability, as provided in this chapter.

Debts of company not to exceed certain sum.

(96.) SEC. XXXVII. In any action against any company formed under the provisions of this chapter, the plaintiff may include as defendants any one or more of the stockholders of such company, who shall by virtue of the provisions of this chapter be claimed to be liable to contribute to the payment of the plaintiff's claim, and if judgment be given against such company in favor of the plaintiff for his claim or any part thereof, and one or more of the stockholders, so made defendants, shall be found to be liable as aforesaid, judgment shall also be given against him or them, and shall show the extent of his or their liability; and the execution upon such judgment shall direct the collection of the sum for which it may be issued, of the property of such company liable to be levied upon by virtue thereof; and in case such property sufficient to satisfy the same cannot be found in the county of the officer to whom the same shall be directed, that

Stockholders may be made joint defendants with company.

How execution to be issued.

Judgment for stockholders not liable.

When suit may be brought against stockholders without.

Directors to report annually; what report to contain.

Justices of the peace to be inspectors; when may order gate thrown open.

When gate shall be thrown open.

When place out of repair is nearest to gate in adjoining county.

the deficiency, or so much thereof as the stockholders who shall be defendants in such judgment shall be liable to pay, shall be collected of the property of such stockholders respectively; and if in any such action any one or more of such stockholders shall be found not to be liable for the demand of the plaintiff or any part thereof, judgment shall be given for the stockholders so found not to be liable; but no verdict or judgment in favor of any such stockholders, shall prevent the plaintiff in such action from proceeding therein against the company alone, or against it and such defendants who are stockholders, as shall be liable for such demands or some portion thereof. Suits may be brought against one or more stockholders who are claimed to be liable for any debt owing by the company or any part of such debt, without joining the company in such suit; but no such suit shall be so brought until judgment upon the demand shall have been obtained against the company, and execution thereon returned unsatisfied, in whole or in part, or until the company shall have been dissolved, but it shall not be necessary that such dissolution shall have been declared by any judicial decree, sentence or determination; and in such suit there may be a verdict and judgment in favor of any defendant not liable as aforesaid; but such verdict and judgment shall not prevent the plaintiff in such suit from proceeding thereon, against any defendant who shall be liable as aforesaid.

(97.) SEC. XXXVIII. The directors of every company formed under the provisions of this chapter, shall report annually to the secretary of the territory, under the oath of two such directors, the cost of constructing their road; the amount of all moneys expended; the amount of their capital; how much of the same is paid in; and how much is actually expended; the whole amount of tolls or earnings expended on such road, the amount received during the previous year for tolls, and from all other sources; stating each separately; the amount expended; the amount of dividends made; the amount set apart for repairs, and the amount of indebtedness of such company; specifying the object for which the indebtedness accrued.

(98.) SEC. XXXIX. The justices of the peace in each precinct in which there shall be any plank or turnpike road, shall be inspectors of roads within their precincts; and whenever a complaint in writing to any two justices of the peace of the same precinct, that any part of any such road in their precincts is out of repairs, they shall without delay view and examine the road complained of; and if they find such complaint to be just, they shall give notice in writing of the defect to the toll gatherer or person attending the gate nearest the place out of repairs, and may in their discretion order such gate to be thrown open; but such justice shall not order such gate to be thrown open unless a notice in writing shall have been served on the gate keeper nearest the place out of repair, particularly describing such place, at least three days previous to making such order.

(99.) SEC. XL. Notice of such order shall be served on such gate keeper, and immediately thereafter, the gate ordered to be thrown open shall be opened; nor shall it be again shut, nor shall any toll be collected thereat, until two justices of the peace of the precinct where such road shall have been out of repairs shall grant a certificate that such road is in sufficient repairs, and that such gate ought to be closed.

(100.) SEC. XLI. Whenever any part of such road shall be out of repair, and the gate nearest to the place out of repair is situated in an adjoining county, any two justices of the precinct in such adjoining county where such gate may be, upon complaint made to them in writing, shall view and examine the road complained of, and proceed thereon as pro-

vided in the thirty-ninth section of this chapter, in like manner as if the portion of road complained of was within the precinct where such gate is situated.

(101.) SEC. XLII. Whenever any toll gate shall be ordered to be thrown open, as provided in the preceding section, or whenever such justices shall refuse to grant a certificate that the road complained of is in sufficient repairs, the company owning such gate, or the gate keeper attending the same in their behalf, may appeal from the order or decision of such justices, to the district judge of the same district where such justices reside, by delivering a statement in writing of their order or decision, and of such appeal verified by affidavit to such judge; and thereupon such district judge shall forthwith proceed to view and examine the road complained of, and may reverse or confirm the order or decision of such justices, respecting the same; and if he shall reverse their order or decision, then such gate may be closed; but if he shall confirm the same, then such gate shall not be closed until such district judge shall grant a certificate that such road is in sufficient repair.

How and when company may appeal.

Powers and duties of judge thereon.

(102.) SEC. XLIII. Every keeper of a gate ordered to be thrown open, who shall not immediately obey such order, or who shall not keep open such gate until a certificate permitting it to be closed shall be granted, or who, during the time such gate ought to be open, shall hinder or delay any person in passing, or take or demand any toll from any person passing, shall, for each offense, forfeit the sum of ten dollars to the party aggrieved.

Penalty on gate keeper for certain offenses.

(103.) SEC. XLIV. To each justice of the peace who shall view a plank or turnpike road, upon complaint made to him, and to each district judge for the like service, shall be allowed the sum of one dollar and fifty cents for each day spent by him in the performance of such duty, and if the road viewed, shall be adjudged out of repair, such fees shall be paid by the company to which the road shall belong; otherwise they shall be paid by the party making the complaint.

Fees of justices of the peace, and by whom paid.

(104.) SEC. XLV. Such fee, when payable by the company, shall be paid by the toll gatherer nearest that part of the road adjudged out of repair, on demand, and out of the tolls received, or to be received by him, and may be recovered with costs, of such toll gatherer, if he shall neglect or refuse to make such payment.

How collected; when payable by company.

(105.) SEC. XLVI. Every toll gatherer, who at any such gate shall unreasonably hinder or delay any traveler or passenger, or shall demand and receive from any person more toll than by law he is authorized to collect, shall, for each offense, forfeit the sum of five dollars to the person aggrieved.

Penalty on toll gatherer for delaying travelers.

(106.) SEC. XLVII. Whenever a judgment is obtained against a toll gatherer for a penalty, or for damages for acts done or omitted to be done by him in his capacity of toll gatherer, and goods and chattels of the defendant to satisfy such judgment, cannot be found, it shall be paid by the corporation whose officer he shall be; and if on demand, payment be refused by such corporation, the amount of such judgment may be recovered, with costs, of such corporation.

When judgment against toll gatherer may be recovered of company.

(107.) SEC. XLVIII. It shall be the duty of the directors of every such company, to affix and keep up, at or over each gate, in a conspicuous place, so as to be conveniently read, a printed list of the rates of toll demandable at such gate.

Rates of toll to be posted at each gate.

(108.) SEC. XLIX. Each toll gatherer may detain and prevent from passing through his gate, all persons riding, leading, or driving animals or carriages subject to toll, until they shall have paid respectively the tolls authorized by law.

When gate keeper may detain.

Corporation liable for not keeping road in repair.

(109.) SEC. L. Any such corporation shall be liable for all damages that may be sustained by any person or persons, in consequence of neglect or omission to keep such road in good condition and repair.

Penalty for injury to road, &c.

(110.) SEC. LI. If any person shall willfully obstruct, break, injure or destroy any road constructed under the provisions of this chapter, or any work, building, fixture, or toll gate attached to, or in use upon the same, belonging to said company, such person so offending, shall, for every such offense be deemed guilty of a misdemeanor, and shall be punished by fine not exceeding five hundred dollars, or by imprisonment in the county jail not exceeding one year.

Penalty for passing or avoiding gate without paying toll.

(111.) SEC. LII. Any person who shall forcibly or fraudulently pass any toll gate erected on such road, in pursuance of this chapter, without having paid the legal toll, and any person, who, to avoid the payment of legal toll, shall, with his carriage or horse, or other vehicle or animal liable to toll, turn out of such road or pass any gate thereon, or ground adjacent thereto, and enter again in such road, shall, for each offense, be liable to a fine not exceeding ten dollars.

When company shall cease to exist.

(112.) SEC. LIII. Every company incorporated under this chapter shall cease to be a body corporate :

1. If within two years from the filing of their articles of association, they shall not have commenced the construction of their road, and actually expended thereon, at least ten per cent. of the capital stock of such company, and

2. If within five years from such filing of the articles of association, such road shall not be completed according to the provisions of this chapter.

Companies liable to visitation, &c.

(113.) SEC. LIV. All companies formed under this chapter, shall at all times be subject to visitation and examination by the legislature or by a committee appointed by either house thereof, or by any agent or officer in pursuance of law ; and the courts of this territory shall have the same jurisdiction over such corporations and their officers as over those created by special acts.

Power of legislature over companies.

114. SEC. LV. The legislature may at any time establish rules and regulations for the government of any such corporation in relation to such road, the use of the same, and rates of tolls to be collected thereon ; and may alter, amend or repeal this chapter, or may annul and disfranchise any corporation formed or created under the same.

Not to exercise banking powers.

(115.) SEC. LVI. No company or corporation, shall under any pretence whatever, exercise any banking powers, under a penalty of forfeiture of their rights under the provisions of this chapter.

VILLAGES.

An Act for the incorporation of Villages.

[Chapter 41, Revised Statutes.]

What territory may be incorporated into a village.

(116.) SEC. I. [As amended by laws of 1854, page 65:] Any part of any county or counties not included within any incorporated village, and containing a resident population of not less than fifty persons, and if it shall include within its boundaries a territory of more than one square mile in extent, containing a resident population of at the rate of not less than fifty persons to every square mile of territory included within such boundaries, may be incorporated as a village, under this chapter.

Survey and map to be made.

(117.) SEC. II. The persons intending to make application for the incorporation of such village as hereinafter provided, shall cause an accurate survey and map to be made of the territory intended to be embraced

within the limits of such village; such survey to be made by a practical surveyor, shall show the courses and distances of the boundaries thereof, and the quantity of land contained therein; the accuracy of which survey and map shall be verified by the affidavit of such surveyor written thereon, or annexed thereto.

(118.) SEC. III. Such persons shall also cause an accurate census to be taken of the resident population of such territory, as it may be on some day not more than ten weeks previous to the time of presenting such application to the court as hereinafter provided, which census shall exhibit the name of every head of a family residing within such territory on such day, and the number of persons then belonging to such family, and it shall be verified by the affidavit of the person taking the same written thereon, or annexed thereto.

Census to be taken.

(119.) SEC. IV. Such survey, map, and census, when completed and verified as aforesaid, shall be left at the residence, or place of business, within such territory, of some person residing therein, and shall be subject to examination at all reasonable hours, by every person interested in such application, for a period of five weeks from the posting, or first publication of the notice of such application, as hereinafter provided.

Survey, map and census, where to be left, &c.

(120.) SEC. V. The persons intending to make such application, shall give notice that they will apply, on some day therein specified, to the district court for the county in which such territory shall lie, or if it shall lie in more than one county, to such court in one of such counties, to be named in such notice, for an order incorporating such territory as a village, by a name to be therein specified; such notice shall describe the boundaries of such territory, by courses and distances, and by specifying the town, or towns, in which it shall lie; and it shall state where such survey, map and census have been left, and may be examined, as aforesaid.

Notice of application to court.

(121.) SEC. VI. If there be a newspaper printed within such territory, such notice shall be printed therein, once in each week for six successive weeks previous to the time specified for making such application; and if there shall be no such paper, such notice shall be posted in at least ten of the most public places in such territory, at least six weeks before the time so specified.

Notice, how published.

(122.) SEC. VII. Such application shall be by petition, subscribed by the applicants who shall be residents of such territory, and setting forth the boundaries thereof, with their courses and distances, the quantity of land therein embraced, according to such survey, and the resident population therein contained, according to such census; such survey and map, and such census and affidavits, verifying the same, and an affidavit that they were left and kept subject to examination, as provided in the fourth section of this chapter; also a copy of the notice of application aforesaid, with an affidavit thereon, or affixed thereto, shall be annexed to said petition, otherwise it shall not be acted upon by the court; and it shall be presented at the time specified in such notice for presenting the same, or as soon thereafter as the applicants can be conveniently heard in respect thereto.

Application to court, how made.

(123.) SEC. VIII. If such court, after hearing the parties, shall be satisfied that such survey, and the census taken, are correct, that all the requirements of this chapter, in respect to such application, have been complied with; and that such territory contained at the time such census was taken, a population as great in proportion to the quantity of land embraced within the bounds thereof, as that specified in the first section of this chapter, it shall make an order declaring that such territory, the boundaries of which shall be therein set forth by courses and distances, shall be an incorporated village, by the name specified in such application, if

Order of court incorporating village.

the electors thereof shall assent thereto, as hereinafter provided; and in such order it shall direct three judges of elections of the precincts in which such territory shall lie, to be named therein, to perform the duties required of them by this chapter; and such order of the court shall be recorded in the office of the register of deeds of such county.

Notice of meeting of electors.

(124.) SEC. IX. Such judges shall, without unnecessary delay, give notice of a meeting of the electors of the territory described in such order, to be held at some convenient place therein, to be specified in such notice, for the purpose of determining whether such territory shall be an incorporated village; at such meeting the polls shall be opened at ten o'clock in the forenoon, and shall be kept open until four o'clock in the afternoon, when they shall be closed; and the time of opening and closing the same shall be specified in such notice.

Polls, how held, &c.

Notice, how published.

(125.) SEC. X. If there be a newspaper printed in such territory, such notice shall be published therein once in each week for three successive weeks previous to such meeting; if there be no newspaper so printed, copies of such notice shall be posted in at least ten of the most public places in such territory, at least three weeks previous to such meeting.

Judges to preside, and how meeting conducted.

(126.) SEC. XI. Such judges shall preside and act as judges at such meeting; and all the laws of this territory applicable to the election of county officers shall apply to such meeting, and to all the proceedings thereat so far as the same shall be applicable, and are consistent with the provisions of this chapter.

Who may vote, and how.

(127.) SEC. XII. Every elector residing in such territory, and qualified to vote for county officers in the county in which such territory, or some part thereof shall lie, may vote at such meeting, by a ballot having thereon the word "yes," or the word "no."

When to be deemed a village, and when not.

(128.) SEC. XIII. If a majority of the ballots given at such meeting shall have thereon the word "no," the electors of such territory shall be deemed not to have assented to the incorporation thereof as a village, and no further proceedings shall be had in respect to such incorporation; but if a majority of such ballots shall have thereon the word "yes," the inhabitants of such territory shall, from the time of the recording of the order of the court aforesaid, in the office of the register of deeds, be deemed a body politic and corporate, by the name specified in the order so made by the court; and the judges who shall have presided at such meeting shall cause a statement of the holding of such meeting to be made, showing the whole number of ballots given thereat, the number having thereon the word "yes," and the number having thereon the word "no;" which statement shall be verified by the affidavit of the said judges, written thereon, and shall be filed in the office of the register of deeds of the county; and the said judges shall, without unnecessary delay, give notice, in the manner prescribed in the tenth section of this chapter, of the time and place of a meeting of the electors of such village, to elect officers thereof. Every subsequent notice for the election of officers for such village shall be given in like manner, by the clerk of said village.

Certain duties of judges.

Meetings where held, and when polls opened and closed, &c.

(129.) SEC. XIV. Such meeting, and every subsequent meeting for the election of officers in such village, shall be held at some convenient place therein. The polls shall be opened at ten o'clock in the forenoon, and shall not be finally closed before four o'clock in the afternoon of the same day; and the time of opening and closing the polls shall be specified in the notice of such meeting.

When trustees to be judges, and how elections to be conducted.

(130.) SEC. XV. Such judges shall preside at the first election, as judges thereof; the trustees shall preside as judges at every subsequent election, except in cases otherwise provided for by this chapter; and all the laws

of this territory, in relation to the election of county officers and notifying them of their election, shall apply to such first election, and to all subsequent elections of officers in such village, so far as the same can be so applied, and are consistent with this chapter.

(131.) SEC. XVI. The officers presiding as judges at such first election, or at any such subsequent election, shall canvass the votes given thereat; shall openly declare the result, and shall make and subscribe a certificate of such canvass, which shall show the whole number of votes given, the number given for each person voted for, and the office for which he shall have been voted for, which certificate shall be recorded in the records of such village. Duties of judges.

(132.) SEC. XVII. At the first election, and at all subsequent elections of officers in such village, every person residing therein, qualified to vote for county officers in the county in which such village, or any part thereof shall be situated, may vote for all the officers to be chosen. No person shall be elected as such officer, unless he shall be entitled to vote at the election at which he shall be elected; the persons eligible, and having the greatest number of votes, shall be declared elected; and if two or more shall have the greatest and an equal number of votes, the officers presiding at the election, shall forthwith determine by lot which shall be deemed elected; and in such case, the facts shall be set forth in the certificate of the result made by such officers. Who entitled to vote and to hold office, &c.

(133.) SEC. XVIII. There shall be elected at the first election in such village, and at every subsequent election therein, a president and six trustees, and any number of assessors not exceeding three, as may be determined by the electors of said village, who shall hold their offices until the first Monday in April next following their election; and after the first meeting for the election of officers, the annual meeting thereafter for such elections, shall be held on the first Monday of April in each year; and the officers elected at an annual meeting, shall hold their offices for one year, and until others are elected and qualified. Officers to be elected, and their term of office.

(134.) SEC. XIX. The president and a majority of the trustees, shall constitute a board for the transaction of business, to be called the board of trustees; the president shall preside at all meetings of the board, but shall have only a casting vote therein; it shall be the duty of the board of trustees, within ten days after the first, and within the like number of days after an annual election of officers of such village, to elect by ballot, a clerk, treasurer, and marshal, who shall hold their respective offices for one year, and until their successors are appointed. When annual election to be held.

(135.) SEC. XX. Every officer elected in such village shall, within ten days after he shall be notified of his election, take and subscribe an oath of office, and file the same with the clerk of such village; and in case of his omission to do so, he shall be deemed to have refused to serve, and his place shall be filled in the manner prescribed by this chapter. President and trustees.

(136.) SEC. XXI. Special meetings may be called by the clerk of such village, by order of the trustees thereof, or any three of them, by giving ten days' notice thereof, in a newspaper, if there be one printed in such village; but if there be none, by posting up such notices in four or more public places in such village; every notice of a special meeting, shall state the object for which such meeting is called. Board to elect clerk, &c.

(137.) SEC. XXII. Any vacancy in the office of president, trustee, or assessor, may be filled at a special meeting, called in the manner prescribed in the preceding section; and the trustees of such village, or any two of them, shall preside at such meetings, and shall have all the powers, and perform all the duties of judges of said election. Officers to be sworn.

(138.) SEC. XXIII. Any vacancy in the office of clerk, treasurer, or marshal, may be filled at a special meeting, called in the manner prescribed in the preceding section; and the trustees of such village, or any two of them, shall preside at such meetings, and shall have all the powers, and perform all the duties of judges of said election. Special meetings, how called.

(139.) SEC. XXIV. Any vacancy in the office of assessor, may be filled at a special meeting, called in the manner prescribed in the preceding section; and the trustees of such village, or any two of them, shall preside at such meetings, and shall have all the powers, and perform all the duties of judges of said election. Vacancies, how filled.

Powers of board
of trustees.

(138.) SEC. XXIII. The board of trustees shall have the following powers, to wit:

1. To have a common seal and alter the same at pleasure :
2. To purchase, hold, or convey any estate, real or personal, for the use of the corporation :
3. To organize fire companies, hook and ladder companies, to regulate their government, and the time and manner of their exercise, to provide all necessary apparatus for the extinguishment of fires ; to require the owners of buildings to provide and keep suitable ladders and fire-buckets, which are hereby declared to be appurtenances to the real estate, and exempt from seizure, distress, or sale in any manner ; and if the owner shall refuse to procure suitable ladders, or fire-buckets ; after reasonable notice, the trustees may procure and deliver the same to him, and in default of payment therefor, may recover of said owner, the value of such ladder, or fire-buckets, or both, with costs of suit ; to regulate the storage of gun-powder and other dangerous materials ; to direct the safe construction of a place for the deposit of ashes, and severally to enter into or appoint one or more fire wardens, to enter into at reasonable times and examine all dwelling houses, lots, yards, inclosures and buildings of every description, in order to discover whether any of them are in a dangerous condition ; and to cause such as may be dangerous to be put in a safe condition ; to regulate the manner of putting up stoves and stove-pipes ; to prevent fires, and the use of fire works and fire arms within the limits of said village, or such parts thereof as they may think proper ; to compel the inhabitants of said village to aid in the extinguishment of said fires, and to pull, break down, and rase such buildings in the vicinity of the fire, as shall be directed by the trustees, or any four of them who may be present at a fire, for the purpose of preventing its communication to other buildings ; and any buildings so destroyed, shall be paid for by the corporation ; to construct and preserve reservoirs, pumps, wells, and other water works, and to regulate the use thereof, and generally to establish other measures of prudence for the prevention or extinguishment of fires, as they shall deem proper :
4. To prevent, abate, and remove nuisances, and take such measures for the public health as they may deem proper :
5. To restrain from running at large, cattle, sheep, swine and geese, in such village, under a penalty not exceeding five dollars for every such animal found so going at large, in violation of the by-laws of such village ; to establish pounds and pound masters, and to prescribe their powers and duties :
6. To provide for the protection of shade trees and monuments in said village :
7. To purchase, hold, own and lay out, grave yards or cemeteries, and regulate the burial of the dead, and to make and enforce any regulations and ordinances relating to the same :
8. To establish and regulate markets, and restrain sales in the streets :
9. To suppress disorderly, lewd, or gaming houses, and devices for gambling :
10. To appoint fire wardens in such village, not exceeding four :
11. To appoint such number of street commissioners as may be necessary :
12. To construct and repair cross walks on the streets of said village :
13. To lay out, open, and keep in repair, grade, pave, or otherwise improve, streets, avenues, lanes, alleys, sewers, and side walks :
14. To prohibit the encumbering of the side walks of said village, with

10
1862

any materials whatever, and riding and driving thereon, except to cross the same :

15. To insure the public property of such village :

16. To direct in the prosecution and defense of suits, in which such village may be a party :

17. To procure the necessary blank books for records, and such stationery, as may be required for village purposes.

18. To cause the by-laws and ordinances to be published in a newspaper, if there be one published in such village.

19. To audit and allow all lawful accounts against such village; to draw an order on the treasurer for the payment of every such account allowed by them.

20. To determine the compensation of assessors, treasurer, clerk, marshal, and street commissioners, subject to the provisions of this chapter.

21. To levy and collect taxes on all such property as shall be subject to county taxes: *provided*, that all taxes in any one year, for corporation purposes, shall not exceed one per cent. on the assessed valuation of taxable property in such village, unless two-thirds of the electors of such village voting at a meeting legally called for that purpose, shall vote to allow a larger sum to be raised, but in no case shall the said electors be allowed to raise more than two per cent. on the assessed valuation aforesaid.

22. To prevent horse racing and immoderate riding or driving in the streets of such village.

23. To prevent the running at large of dogs, by imposing a tax on the same, or otherwise; or to authorize their destruction in a summary manner, when running at large contrary to a by-law or ordinance of such village.

24. To make, pass, ordain, and establish such by-laws, ordinances, and regulations, not repugnant to the constitution of the United States, or the organic act and laws of this territory, for the purpose of carrying into effect the provisions of this chapter, as they may deem proper, and to repeal, alter or amend the same at pleasure; but no such by-law, ordinance or regulation shall take effect or be in force until the same shall be published three weeks successively in some public newspaper in such village, or posted up the same length of time in three or more public places in such village.

(139.) SEC. XXIV. The said board of trustees, as often as they shall make any by-laws, ordinances or regulations, may ordain and provide such reasonable fines, forfeitures and penalties, upon the offenders against the same, as they shall deem proper, not exceeding twenty dollars for any one offense, to be prosecuted before any justice of the peace or court having cognizance thereof, in the name of the corporation; all expenses incurred in prosecuting for the recovery of any penalty or forfeiture, shall be defrayed by the corporation; the said board of trustees shall also have power to remit such fines, forfeitures or penalties, or any part thereof.

Board may impose fines, &c.; may remit same.

(140.) SEC. XXV. The affidavit of the printer of the publication of any by-law or ordinance, or the affidavit of the clerk of the corporation of the posting up of any notice, by-law or ordinance, as required in this chapter, shall be sufficient proof in all courts and elsewhere that such notice, by-law or ordinance, was properly published or posted up.

Affidavit of publication and posting notices.

(141.) SEC. XXVI. No account or claim against such village shall be paid until it shall have been presented to the trustees thereof, and audited and allowed by them; and when any such account or claim shall be so audited, the trustees auditing the same shall endorse thereon or

Auditing claims, &c.

annex thereto a certificate subscribed by them of such auditing, and of allowing or disallowing the same, in which the sum allowed, if any, and the charges for which the same was allowed, shall be specified.

How accounts to be made out and sworn to, &c.

(142.) SEC. XXVII. No such account or claim shall be audited or allowed by the trustees, unless it shall be made out in items, and shall be accompanied with an affidavit of the person claiming to have done the services, or made the disbursements therein charged, that the several items of such account or claim are correct, that the services therein charged have been rendered, that the disbursements therein charged have been made, and that no part thereof has been paid; such affidavit shall be endorsed on or annexed to such account or claim, and presented and preserved therewith. And any one of the trustees, when such account or claim shall be presented to them, may administer the oath required in this section; and the said trustees may examine the claimant on oath, as to the items embraced in such account or claim.

Account may be disallowed, or other proof required.

(143.) SEC. XXVIII. Nothing in the last preceding section shall be construed to prevent the trustees from disallowing any account or claim, in whole or in part, when so made out and verified, nor from requiring other or further evidence of the correctness and reasonableness thereof.

Accounts to be numbered and entered.

(144.) SEC. XXIX. Every account or claim against such village, presented to the trustees in any year, shall be numbered from number one upwards, in the order in which it shall be presented; and a memorandum of the time of presenting the same, the name of the person in whose favor it shall be made out, and of the person by whom it shall be presented, shall be entered in the records of the proceedings of the trustees.

Warrants, how drawn, &c.

(145.) SEC. XXX. Every warrant drawn by the trustees to pay any account or claim, shall refer to such account by its number, the name of the person in whose favor it was made out, and the time when it was presented; and a memorandum of such reference, and of the amount of the warrant, shall be entered in such records, before such warrant shall be delivered to the claimant.

What accounts trustees not to allow, &c.

(146.) SEC. XXXI. No trustee shall allow or subscribe a certificate of the allowance of any item in any account or claim against such village, which such village shall not be legally bound to pay, or for the payment of which it could not lawfully raise money therein by tax; nor shall any trustee sign any warrant for the payment of any such account or claim, from any fund from which such account or claim, or any part thereof, shall not be payable.

How account shall be paid.

(147.) SEC. XXXII. No such account or claim shall be paid, except by the treasurer, on the warrant of the trustees, endorsed on or annexed to the account or claim for which it shall be drawn.

Account, affidavit and warrant to be filed.

(148.) SEC. XXXIII. Whenever any such account or claim shall be paid, it shall, together with the affidavit presented therewith to the trustees, the certificate of auditing and allowing the same, and the warrant drawn for the payment thereof, be filed and preserved in the treasurer's office.

Village not to borrow money; what amount of debt may incur.

(149.) SEC. XXXIV. Such village shall have no power to borrow money, nor shall it be liable to pay money borrowed on its own account or advanced in its behalf by its officers or by any other person; nor shall any of its money or property be applied to any such purpose; nor shall such village incur any debt or liability in any year greater than the amount of tax allowed by this chapter to be raised in such village, in the year in which such debt or liability was incurred.

Improvement of

(150.) SEC. XXXV. Whenever two-thirds of all the owners of real

estate bounding both sides of any street, or part of a street, not less than sixteen rods in length, in any village, shall desire to have such street graded, paved, or otherwise improved, they may make and sign an application in writing to the board of trustees of such village, specifying in such application the sum necessary to be raised for that purpose; and it shall be lawful for the said trustees to levy, and cause to be collected a sum by tax on all the owners of real estate or lots on such street or part of a street; said tax shall be levied on the last assessor's valuation of the said real estate and lots respectively, as the same shall appear in the assessment roll of said village.

streets; how tax levied.

(151.) SEC. XXXVI. When two-thirds of all the owners of real estate and lots, bounding on one side of any such street or part of a street, shall desire to have a side walk built or repaired, the application for that purpose shall be made to the trustees by such owners, and the tax for the building or repairing of such side walk shall be levied as prescribed in the preceding section.

Same of side walks.

(152.) SEC. XXXVII. Whenever the trustees shall levy any tax for the purpose of grading, paving, or otherwise improving any street, or for the building or repairing of any side walk, they shall make out, and deliver to a street commissioner of such village a list of persons and a description of the property taxed; and thereafter the said street commissioner shall notify the persons named in such tax list, by posting up notices in three or more public places in such village, and shall specify in such notices a time or times, not less than twenty days, nor more than forty days from the date thereof, when the persons charged with taxes in such list, may pay their taxes in labor, materials, or money; and the persons charged with such tax, may, at such time and place as may be required by the said street commissioner, pay their taxes in labor or materials, provided the labor or materials offered in payment for such taxes are suitable, and such as may be required by the said street commissioner.

How taxes for improvements may be paid.

(153.) SEC. XXXVIII. At the expiration of forty days from the time the said street commissioner shall have received such tax list, he shall return the same to the trustees, accompanied with a statement, verified by his affidavit subscribed thereon, showing the amount of tax collected in labor and materials, and the amount collected in money, and the manner in which such money was expended, and the items of such expenditure; also, the taxes which remain unpaid, and the persons and descriptions of real estate, or lots, to which such unpaid taxes stand charged.

When and how tax list returned.

(154.) SEC. XXXIX. The trustees, in making out the duplicate assessment roll of such village, next thereafter, shall enter such unpaid taxes in a separate column therein, with twelve per cent. interest added thereto, opposite the names of the persons and descriptions of property against which the taxes so remain unpaid; and such taxes shall be collected in the same manner as the general taxes of such village are collected; and when so collected, shall be paid over to a street commissioner, on the order of the trustees, to be expended on the street, or sidewalk for which they were originally assessed.

How unpaid taxes collected, &c.

(155.) SEC. XL. Whenever the trustees shall cause any street, lane, or alley to be opened, widened, or extended, and damages shall be claimed by any owner of lands on such street, lane, or alley, they shall cause to be summoned six disinterested freeholders, who being first duly sworn for that purpose, shall inquire into, and take into consideration, the benefits, as well as the damages, that will be sustained by any person interested and owning lands, or lots, on such street, lane, or alley, and shall proceed to estimate the damages, and assess the benefits, if any, and make return of their determination to the trustees, in writing, signed by them; and each

Assessment of damages, &c., on opening and widening of streets.

parcel of land, or lot, so assessed as benefited, shall be liable to the amount of such assessment, made by the said freeholders, respectively; and the same shall be a lien on every such parcel of land, or lot, in the same manner as the annual village tax of such village. Such assessments shall be levied by the trustees, and when collected, shall be applied by them in the payment of damages allowed by the said freeholders; and the residue of such damages, if any, shall be paid out of the treasury of such village; but no street, lane, or alley, shall be opened, extended, or widened, until the damages aforesaid shall be paid to the persons entitled thereto.

Assessment of damages, how collected.

(156.) SEC. XLI. The trustees, whenever they shall have levied any such assessment, mentioned in the preceding section, shall make out and deliver the list thereof to a street commissioner, who shall collect such assessment within such time as may be required by the said trustees, not less than twenty, nor more than forty days from the time of the delivery of such list, and pay over the sums so collected, to the trustees, to be paid by them to the persons who may be entitled to such damages; and the said street commissioner shall make return, on affidavit, subscribed to by him, of the unpaid assessments on such list, and the persons and real estate, or lots, against which such unpaid assessment stands charged; and the said trustees shall cause such unpaid assessments to be levied and collected in the same manner as unpaid taxes prescribed in section thirty-nine of this chapter; and when so collected, pay the same to the persons so entitled to damages.

When trustees to determine and assess the amount of general tax to be collected.

(157.) SEC. XLII. The board of trustees shall, between the first Monday in April, and the second Monday in June, in each year, determine the amount of general tax necessary to be assessed and collected in such village, the current year; the assessors shall, within the time above limited, assess all property subject to taxation, within the corporate limits of said village; and shall, on or before the first Monday in June, in such year, deliver to the board of trustees of said village, a full and complete roll thereof; which roll shall exhibit the description and value of the lands, lots, and all other property chargeable with tax in said village, together with the names of the owners thereof, so far as the same can be ascertained. The assessors shall receive for their services a compensation to be fixed by the by-laws of such village, which shall not exceed the compensation allowed to county assessors for similar services.

Compensation of assessors.

Notice of completion of assessment roll to be given, &c.

(158.) SEC. XLIII. Whenever the said assessment roll shall have been delivered to the board of trustees, as mentioned in the preceding section, such board of trustees shall, forthwith, direct their clerk to give public notice, by posting up notices in three or more public places in said village, of the completion of such roll by the assessors, and shall specify in said notice, the time when, and the place where, the said trustees will meet to hear appeals from the proceedings of such assessors; on any such appeal being made to the said trustees, they shall have power to alter and correct such assessment roll.

Trustees to complete assessment roll and issue warrant, &c.

(159.) SEC. XLIV. When such assessment roll shall be finally completed, the trustees shall cause to be levied such amount of tax as shall have been determined to be raised, and shall set opposite to each description and valuation of taxable property, the amount of tax charged upon such property, and to each person respectively; and when such tax list shall have been so completed, they shall, forthwith, cause a true copy thereof to be made, and a warrant annexed thereto, and deliver such tax list and warrant to the marshal of such village, as hereinafter provided; and the original assessment roll, and tax list, shall be deposited with the treasurer of said village.

Warrant to be

(160.) SEC. XLV. The warrant annexed to any tax list, delivered to

the marshal, as aforesaid, shall be signed by the president and clerk of such village, or in the absence of the president, such warrant shall be signed by a majority of the trustees; such warrant shall command the marshal to collect the taxes, mentioned in such tax list, in sixty days, and pay over the same to the treasurer of said village, and make return of said warrant to the said treasurer. The trustees may renew the warrant annexed to any tax list, for thirty days, when they shall deem it necessary; but any such warrant shall be so renewed but once.

signed by president and clerk; what warrant to contain, and may be renewed.

(161.) SEC. XLVI. Before the marshal of such village shall receive any warrant for the collection of taxes, he shall execute to such village, by its corporate name, and deliver to the treasurer thereof, a bond, with sufficient sureties, to be approved by a certificate of approval, signed by the trustees, indorsed thereon, conditioned for the faithful performance of his official duties; and if he shall neglect to execute and deliver to the treasurer such bond, within three days after being notified by the trustees so to do, his office shall be deemed vacant.

Marshal to execute bond.

(162.) SEC. XLVII. Such marshal shall receive for his services, a compensation to be fixed by the by-laws of such village, which shall not exceed the compensation allowed to sheriffs for the collection of county taxes.

Compensation of marshal.

(163.) SEC. XLVIII. Upon the receipt of the tax list aforesaid, it shall be the duty of the marshal to give public notice in a newspaper published in said village, or by posting notices in three public places therein, that such tax list has been committed to him for collection, and that he will receive payment for taxes at his office for the term of two months next ensuing such notice; and all taxes paid during said two months shall be subject to a deduction of four per centum upon the amount paid.

Marshal to give notice of tax list and of time and place taxes are to be paid, &c.

(164.) SEC. XLIX. If the taxes are not paid to the marshal within the said term, he may then proceed to collect the same by distress and sale of the goods and chattels of the person charged, wherever found in such village, giving six days' notice of the time and place of such sale, by written notices set up in three public places in said village.

When taxes to be collected by distress and sale.

(165.) SEC. L. It shall be the duty of such marshal, within the time prescribed in any such warrant for the return thereof, to pay over all sums collected by him, to the treasurer of such village; and to return such warrant to the said treasurer, with his return thereon written, subscribed by him, and specifying any such sum or sums of money not collected by him, by reason of being unable to find property in such village, out of which he could collect the same; and if any sum be returned, not collected by him, his return shall be accompanied by his affidavit, that the facts therein stated are true.

Marshal to pay over money and return warrant.

(166.) SEC. LI. In case the tax on any lot or other parcel of land shall remain unpaid on the first day of October, and no goods or chattels shall have been found, out of which to collect the taxes levied on any lot or lots, or other pieces of land, it shall be the duty of the treasurer, within ten days thereafter, to make out a general advertisement, stating that all lots, or other pieces of land upon which the taxes have not been paid, will be sold by him at a certain time and place therein mentioned, for the purpose of paying the taxes which may be assessed thereon, together with all costs and other liabilities which may accrue by advertisement and sale, agreeable to the provisions of this chapter; said advertisement shall be published three weeks successively, in a newspaper published in said village, if there be one, and if not, then by posting up such advertisement in three public places in said village.

When treasurer to advertise lots on which taxes not paid, &c.

(167.) SEC. LII. On the day, and at the time and place mentioned in the notice, the treasurer shall commence the sale of lands and lots, and con-

Treasurer to sell lands; to give certificate.

tinue the same from day to day, until so much thereof shall be sold as will pay the taxes, interest, and charges due, assessed and charged thereon, agreeable to this chapter; and the treasurer shall give to the purchaser or purchasers of any lots of land, a certificate of the lots or lands purchased, stating the sum paid therefor, including fees, and the time when the purchaser will be entitled to a deed for the same.

Treasurer to file with clerk all papers relative to tax sales, &c.

(168.) LIII. Such treasurer shall, immediately after the close of any such sale of lots or lands for taxes, deposit in the office of the clerk of said village, all affidavits, notices, and papers in relation to such tax sale, to be filed and preserved in the office of such clerk; also a statement containing a particular description of each lot or parcel of land so sold by him, specifying the name of the person to whom sold; the amount for which the same was sold, and the name of the owner, if known; and the said treasurer and clerk shall record such statement, in a book to be kept by each of them for that purpose, in their respective offices.

When treasurer may execute deed to purchaser; effect of conveyance and how executed.

(169.) SEC. LIV. If the person claiming the title to the lots or lands so sold and described in such certificate given by the treasurer, shall not within two years from the date thereof, pay to the treasurer for the use of the purchaser, his heirs or assigns, the sum mentioned in said certificate, together with the interest thereon, at the rate of twenty-five per centum from the date of such certificate; the treasurer shall, at the expiration of said two years, execute to the purchaser, his heirs or assigns, a conveyance of the lots or lands so sold, which conveyance shall vest in the person or persons to whom the same shall be given, an absolute estate in fee simple; and the said conveyance shall be evidence that the sale was regular, according to the provisions of this chapter; and any such conveyance executed by the treasurer, under his hand and the seal of the corporation, in the name and on behalf of said village, and the execution thereof witnessed and acknowledged, as by law in other cases provided, may be given in evidence and recorded in the same manner, and with the like effect as a deed regularly acknowledged by the grantor, may be given in evidence.

Treasurer to give notice of forfeiture of lots.

(170.) SEC. LV. In all cases, before lands shall be conveyed as aforesaid, the treasurer shall advertise the same by a correct description thereof, for three months in some public paper published in said village; or by written notices as prescribed by section fifty one, of this chapter, stating that all such lands or lots will be forfeited, if the taxes and charges upon the same are not paid before the day mentioned in such notices.

Fees on advertisement and sale of lots.

(171.) SEC. LVI. All lots or lands which shall be advertised for sale for non-payment of taxes, shall be subject to a charge of three cents for each lot, or piece of land so advertised for the first advertisement; and each lot or piece of land which shall be sold as aforesaid, shall be chargeable with the following fees; for each certificate to be given to a purchaser of any lot of land at such sale, twelve and a half cents; for certifying the amount necessary to redeem any lot or piece of land, twelve and a half cents; and one dollar for each conveyance executed in pursuance of this chapter; the said fees to be paid by the persons receiving such instrument; the charge for advertising the forfeiture of a piece of land, shall be ten cents for each lot or parcel.

Taxes paid by purchaser to be refunded on redemption.

(172.) SEC. LVII. If any person who shall purchase any lot in pursuance of this chapter, shall pay any tax returned subsequent to such purchase, on such lot or piece of land, the person who shall redeem such lot, or piece of land, shall pay to the treasurer the amount of tax with interest at the rate of twenty-five per cent. per annum for the benefit of such purchaser.

Treasurer to execute bond.

(173.) SEC. LVIII. Before the treasurer of any such village shall enter upon the duties of his office, he shall execute to such village by its

corporate name, and deliver to the trustees thereof, a bond with sufficient sureties to be approved by them by a certificate of such approval, signed by them and indorsed thereon, conditioned for the faithful performance of his official duties; and if he shall neglect to execute and deliver to the trustees, such bond within three days after being notified by the president to do so, his office shall be vacant.

(174.) SEC. LIX. Such treasurer shall receive and safely keep, and he shall pay out when lawfully required to do so, all moneys belonging to such village; he shall keep account of all such moneys as by law he shall be required to keep; he shall preserve all vouchers filed in his office; he shall comply with every law of this territory, and with every by-law of such village, legally adopted in respect to his duties; and he, or in case of his death, his executors or administrators shall, on demand, deliver to his successor in office, on oath, all books and vouchers belonging to his office, and all money in his or their custody belonging to such village.

Duties of treasurer.

(175.) SEC. LX. The treasurer shall so keep his accounts, as to show when and from what sources all moneys paid to him shall have been received, and when and to whom, and for what purpose all moneys paid out by him, shall have been paid.

How treasurer to keep his accounts.

(176.) SEC. LXI. When any money shall be raised by tax in such village, for any specific purpose, the treasurer shall keep a separate account in respect to such money which shall show the amount thereof received by him, and when and to whom any portion thereof, shall have been paid.

To keep separate account of funds.

(177.) SEC. LXII. The treasurer shall exhibit his books of accounts and vouchers at every annual meeting of the electors of such village, and at every special meeting thereof, when required to do so by the president or any trustee; they shall at all times be open to the inspection of the president, or any one or more of the trustees, and whenever required by the trustees, he shall furnish abstracts or statements therefrom for their use, or to be presented to any such meeting.

To exhibit his books of account, &c.

(178.) SEC. LXIII. The treasurer shall receive such compensation for his services as shall be fixed by the by-laws of such village, not exceeding the compensation allowed to county treasurer, for similar services.

Compensation of treasurer.

(179.) SEC. LXIV. The clerk of the village shall have the custody of, and shall safely keep all records, books and papers thereof, except such as shall pertain to the treasurer's office, or to the business thereof, and of which the treasurer should have the custody; he shall attend all meetings of the trustees, and record all their proceedings; he shall file all papers and record all matters which he shall by law, or by the by-laws of such village, be required to file or record; he shall attend all meetings of the electors of such village, and keep a poll list at such meetings, when required by the trustees so to do; and he, or in case of his death, his executors or administrators shall, on demand, deliver to his successor in office on oath, all records, books, papers, and other property of such village in his or their custody.

Duties of clerk.

(180.) SEC. LXV. The clerk shall record in such records, a copy certified by the register of deeds of the orders made by the court, and filed in the said register's office, to incorporate such village, which shall, when so recorded, be presumptive evidence of the facts therein stated; he shall also record the by-laws of such village; all votes, ordinances, and resolutions adopted by the trustees; the auditing and allowance or disallowance of every account or claim presented to them; the drawing of every warrant by the trustees upon the treasurer; the number thereof, and of the account for which it shall be drawn; all appointments made by the trustees, all of which shall be by resolution, and all other matters which shall

What clerk to record, &c.

be proper to be recorded in the records of such village, or which the trustees shall by by-laws direct to be so recorded; and he shall file in his office every account and claim which shall be disallowed by the trustees.

Compensation of clerk.

(181.) SEC. LXVI. The clerk shall perform such other duties as shall be lawfully imposed upon him by the by-laws of such village; and he shall receive a compensation for his services, to be fixed by such by-laws, which shall not exceed the compensation allowed to the clerk of the board of county commissioners, for similar services.

Powers and duties of marshal.

(182.) SEC. LXVII. The marshal of such village, shall possess the powers and be subject to like liabilities, and enjoy the same privileges as are possessed and conferred by law upon constables; he shall collect the general taxes assessed in such village, and execute such legal orders as may be required of him by the trustees.

Duties of fire wardens.

(183.) SEC. LXVIII. The fire wardens shall from time to time examine the fire engines, fire buckets, and other apparatus for extinguishing fires in such village, and report their condition to the trustees; they shall attend such fires and give directions in respect to the manner of extinguishing the same, and it shall be the duty of all persons who shall be required to assist in extinguishing such fires, to obey such directions; they may in the day time enter any building in such village, in which there shall be a fire place, stove, or stove pipe, for the purpose of examining the same; they may also in the day time, enter upon any premises in such village for the purpose of ascertaining whether ashes are safely kept thereon, and if they shall find any fire place, stove, stove pipe, or place of keeping ashes unsafe, they shall report the same to the trustees.

Duties of street commissioners and their compensation.

(184.) SEC. LXIX. The street commissioners of such village shall, under the direction of the trustees, superintend the grading, paving, and improvement of streets, and the building and repairing of side walks, and the expenditure of taxes levied and collected for such purposes, [and] they shall receive such compensation for their services as may be allowed by the trustees.

Inhabitants of village liable to ordinary highway taxes, &c.

(185.) SEC. LXX. Nothing contained in this chapter shall exempt the inhabitants of any village, from the payment of highway taxes, legally assessed by the commissioners of the county in which such village may be situated, nor from the formation of such village into one or more road districts, irrespective of its corporate limits by such commissioners.

Trustees to publish annual statement of claims allowed.

(186.) SEC. LXXI. Within ten days next preceding every annual meeting of the electors of such village, if there be a public newspaper printed therein, the trustees shall cause to be published in such paper, and if there be none, they shall cause to be posted in two of the most public places in such village, a statement, which shall show the name of every person who shall have had an account, or claim, allowed by them, the amount of such account, or claim, as presented, the amount allowed, and a brief statement of the nature of the demand; the first statement so published, or posted, shall embrace all accounts allowed to the time of publishing, or posting the same, from the time of the incorporation of such village, and each subsequent statement shall embrace all accounts allowed to the time of publishing, or posting the same, from the time of publishing, or posting, the last preceding statement.

General laws to apply to villages.

(187.) SEC. LXXII. All the general laws of this territory, applicable to incorporated villages, and to the officers thereof, shall apply to villages incorporated under the provisions of this chapter, and the officers thereof, so far as the same can be so applied, and are consistent with the provisions of this chapter.

Proceedings on application to

(188.) SEC. LXXIII. When an application, in writing, signed by at least one-third as many persons entitled to vote for village officers in any

incorporated village, as voted for such officers at the next preceding election thereof, shall be made to the trustees of such village, to call a meeting of the electors thereof, to determine whether the same shall continue to be an incorporated village, such trustees shall call such meeting, and preside as judges thereat; and the same shall be notified and held, the votes given thereat canvassed, the result declared, and a certificate thereof made and recorded, in the same manner, as nearly as practicable, as in case of the election of village officers.

dissolve village corporation.

(189.) SEC. LXXIV. The polls at such meeting shall be kept open from ten o'clock in the forenoon, to four o'clock in the afternoon, and every such elector may vote thereat, by a ballot having thereon the word "Yes," or the word "no." If a majority of all the ballots given shall have thereon the word "no," such village shall, at the expiration of six months from the time of holding such meeting, cease to be an incorporated village; and within that period, such trustees shall call a special meeting of such electors, to direct as to the disposition of the property of such village; and at such meeting such electors may direct such property as shall remain, after paying all claims for which such village shall be liable, to be disposed of as they shall deem proper.

Polls at meeting how to be conducted.

Proceedings if corporation dissolved.

(190.) SEC. LXXV. At the expiration of the said six months, all the records, books, and papers, belonging to such village, shall be deposited with the register of deeds of the county in which the same shall be located, or if located in more than one county, then with the register of deeds of one of such counties, whose duty it shall be to preserve the same, with the county records and papers of his county; and the commissioners of such county, or if such village was located in more than one county, the county commissioners of such counties, shall be the trustees of the property of such village. No suit in which such village shall be a party, nor any claim, for or against such village, shall be affected by its ceasing to be an incorporated village.

Records, &c., where to be deposited; county commissioners to be trustees, &c.

(191.) SEC. LXXVI. At the meeting called after any such village shall have determined to dissolve its incorporation, it shall be lawful to raise, by tax, any sum that may be necessary to pay and discharge all the existing debts and liabilities of said village.

Tax to pay debts may be raised after corporation dissolved.

(192.) SEC. LXXVII. The electors of any village, now incorporated, qualified to vote for officers therein, may, at any annual meeting at which such officers shall be elected, declare, by a resolution, that any of the sections of this chapter, to be specified in such resolution, shall apply to such village; and from and after twenty days from the adoption of any such resolution, the sections of this chapter, which shall be therein declared to apply to such village, shall apply to the same; and all laws inconsistent with the sections specified in such resolution, shall have no force, or effect, in respect to such village.

Provisions of this chapter when to apply to villages now incorporated.

(193.) SEC. LXXVIII. Whenever any resolution shall be adopted in any village, pursuant to the preceding section, the trustees of such village shall, within ten days thereafter, cause such resolution, together with the sections of this chapter specified therein, to be published in a newspaper printed in such village, if there be one; if there be none, then in the newspaper printed nearest to such village.

Trustees to publish notice of the adoption of any provisions of this chapter.

FERRIES.

An Act to amend an act entitled "An Act to authorize the establishment and regulation of Ferries;" approved February 19, 1851. (a)

✓ [Passed March 6, 1852.] c. 2 /

SEC. I. [Repealed.]

License paid to county.

(194.) SEC. II. Any person or persons who have heretofore, and all persons who may hereafter obtain a charter of the legislature authorizing them to keep and maintain a ferry across any stream in this territory, shall annually pay into the treasury of the county in which said ferry is situated, or the county to which the county is attached, in which said ferry is situated, such sum, not less than five dollars, nor more than fifty dollars, as the county commissioners of the respective counties may tax; which said tax shall be paid annually in advance, and the county treasurer's receipt therefor filed with the register of deeds within sixty days after the passage of any act granting to him or them a ferry charter, or license to keep a ferry as aforesaid. And all ferries shall be deemed to be situated in the county in which the keeper thereof resides, on that side of a river on which the ferry house is situated; and no ferry shall be liable to pay tax to but one county.

Forfeiture of license.

(195.) SEC. III. Any person or persons failing to comply with the provisions of the second section of this act, shall forfeit all rights, and privileges and immunities that may have accrued to him or them by virtue of any ferry charter or license, to keep and maintain a ferry granted by the legislature.

Prohibition against charging unless licensed.

(196.) SEC. IV. Any person or persons who shall maintain any ferry, and receive pay for ferriage, without first complying with the provisions of this act, and the provisions of the act to which this is amendatory, shall, in addition to a forfeiture of their charter or license, pay a fine of not less than five, nor more than twenty-five dollars, to be recovered by a civil action before any court having competent jurisdiction; one half of said fine to go to the person prosecuting the suit, and the other half to go to the county; and it shall be the duty of the register of deeds, and of the board of commissioners, of the several counties, to prosecute all persons keeping a ferry contrary to law.

An Act to authorize the establishment and regulation of Ferries.

[Passed August 13, 1858.] c. 76

Supervisors may grant ferry charters.

(197.) SEC. I. *Be it enacted by the legislature of the state of Minnesota:* The board of county supervisors of any county in this state, may grant a license to any person applying therefor to keep a ferry across any stream within their respective counties, upon being satisfied that a ferry is necessary at the point applied for, but no ferry shall be established within one-half mile of any ferry already established.

Supervisors on either side of a stream may grant ferry rights.

(198.) SEC. II. In all cases when the stream over which a ferry is sought to be licensed, runs between two counties, the board of county supervisors of either county shall have as full jurisdiction in the premises as though the stream was wholly within the county of which they are supervisors, and when the county supervisors of either county shall have exercised jurisdiction under this act, and shall have established any ferry thereunder, the county supervisors of no other county shall have any

(a) The act of February 19, 1851, which this act purports to amend, is superseded by the act of August 13, 1858, page 228 of general laws, which renders sec. I of this act inoperative. The sections following refer to charters granted by the legislature, and are in force.

power to exercise any jurisdiction over such ferry, while the same is in legal existence; *provided further*, that where the Mississippi river, or any other river, lake or bay forms any portion of the boundary line of the state of Minnesota, the board of supervisors in their respective counties shall grant licenses and exercise all the power conferred upon them by the provisions of this act, so far as the same does not conflict with the rights of other states.

(199.) SEC. III. The board of county supervisors shall tax such sum as may appear reasonable, not less than five, nor more than fifty dollars per annum, and the person to whom such license shall be granted, shall pay to the county treasurer the tax for one year in advance, and file the receipt therefor with the register of deeds, and shall also pay to the said register one dollar as fee for issuing said license.

Tax per annum for license.

(200.) SEC. IV. All license for ferries granted under the provisions of this act, shall be sealed with the seal of the board of county supervisors, and signed by the chairman of the board, attested by the register of deeds; and may be granted for any period not exceeding six years.

License to be attested with the seal.

(201.) SEC. V. All persons intending to apply for a license, shall give notice of their intention to apply for a license for a ferry, at a certain point, by posting up at least three notices in public places, in the neighborhood where the ferry is proposed to be kept, twenty days prior to such application: *provided*, that when application shall be made for a renewal of a license, where the former license has expired, the same may be granted or renewed without previous notice or petition.

Public notice of application for license.

(202.) SEC. VI. Every person obtaining a license to keep a ferry, shall provide and keep in complete repair the necessary boat or boats, for the safe conveyance of persons and property, and shall keep a sufficient number of hands to give due attendance from daylight in the morning until dark in the evening; and shall moreover, at any hour in the night or day, when called upon for the purpose, convey the United States mail, or any person or persons, desiring to cross the same with or without teams or vehicles across said ferry: *provided*, that when the stream is impassable from the high stage of water, or from the drift ice in the river, or when the river is frozen over, no damages shall be recovered for a failure or refusal to convey any person or property across said stream.

Requirements of the persons obtaining license.

(203.) SEC. VII. Whenever a board of county supervisors of any county shall grant a license to keep a ferry across any stream, the said board shall establish the rate of ferriage, which may be demanded for the transportation of persons or property; and the register of deeds shall furnish to every person to whom a license has been granted, a list of the rate of ferriage allowed at said ferry; which list the ferry-keeper shall post up at the door of his ferry house, or in some other conspicuous place, near the landing of said ferry, and any person who shall demand or receive more than the amount so designated for ferrying, shall pay such sum, not exceeding twenty dollars, as any court having competent jurisdiction shall determine, to be recovered in an action of debt, by any person suing for the same.

Rates of ferriage to be established by supervisors.

(204.) SEC. VIII. No person shall be allowed to establish, run or maintain upon any waters within this state any ferry upon which to convey, carry or transport any persons or property for hire or reward, without first obtaining a license therefor as herein before provided. Any person or persons violating the provisions hereof, shall for each offense forfeit and pay the county wherein such offense shall be committed, or in any county where said ferry may terminate, the sum of five dollars, to be recovered in a civil action, in the name of such county, before any justice of peace within the county where such suit may be brought, and in case

Prohibits ferries without license; penalty.

of recovery, the said county shall recover the same costs, as in other civil actions, before justices of the peace. But this act shall not be so construed as to prevent the establishing, maintaining and running free ferries.

Failure to pay license and file receipt; suit to be instituted.

(205.) SEC. IX. Any person, who shall have obtained a license for a ferry shall pay his yearly tax to the county treasurer, and file the treasurer's receipt with the register of deeds, and whenever there shall be a failure of filing such receipt on the part of any person or persons, having a license to keep a ferry, for twenty days after the expiration of the time, when such tax shall become due, the register of deeds shall forthwith cause suit to be brought against such person or persons, so failing as aforesaid, in the name of the board of supervisors of the county, for said tax, with ten per cent. interest thereon; and every such failure to pay said tax, as aforesaid, within twenty days after the time it becomes due, shall annul the license of any such person or persons so failing as aforesaid.

Advance payment of ferry tax.

(206.) SEC. X. All annual taxes for ferries shall be paid in advance; and no license for a ferry for a longer period than one year, shall be granted at a special meeting of any board of supervisors, nor shall the payment of any annual tax imposed by this act, be valid or complete, until the treasurer's receipt shall have been filed in the register of deeds' office.

Bond to keep ferry in proper condition; to be filed.

(207.) SEC. XI. The board being satisfied that a ferry is needed at such place, and that the applicant is a suitable person to keep it, must grant the license, which, however, shall not open until the applicant files a bond with surties, to be approved by the board, in a penalty not less than two hundred dollars, with a condition that he will keep the ferry in proper condition for ferrying, and attend the same at all times fixed by the board for running the same, that he will neither demand nor take any illegal tolls, and that he will perform all other duties, which are or may be enjoined on him by law, which bond shall be filed in the office of register of deeds.

Conflicting acts repealed.

(208.) SEC. XII. All acts or parts of acts inconsistent with this act are hereby repealed.

When to take effect.

(209.) SEC. XIII. This act shall take effect after the expiration of sixty days from and after its passage.

GAS LIGHT COMPANIES.

An Act to provide for the creation and regulation of Gas Light Companies.

[Passed July 20, 1858.] c 38

Gas companies may be incorporated.

(210.) SEC. I. *Be it enacted by the legislature of the state of Minnesota:* That any number of persons may associate themselves together and become a body politic and corporate, for the purpose of manufacturing and supplying illuminating gas.

Articles of incorporation.

(211.) SEC. II. Previous to commencing any business, except that of their own organization, they must adopt articles of incorporation, which must be recorded in the office of the secretary of state, in a book kept for such purposes.

Public notice.

(212.) SEC. III. A notice must also be published for four weeks in succession, in some newspaper as convenient as practicable to the principal place of business.

Contents of notice.

(213.) SEC. IV. Such notice must contain:

A. The name of the corporation and its principal place of transacting business.

B. The amount of capital stock.

C. The officers of the company for the ensuing year.

D. That articles of incorporation are on record in the office of the secretary of state, according to the provisions of this act.

(214.) SEC. V. The corporation shall commence business as soon as the articles of incorporation are filed in the office of the secretary of state; and the notice shall be published in the newspaper within three months from the date of such filing. Articles to be filed and notice given.

(215.) SEC. VI. The Board of directors may make such by-laws as they may deem expedient, not repugnant to the laws and constitution of the state, and may declare dividends from their net earnings, to be paid to the stockholders as the board may prescribe. By-laws and dividends.

(216.) SEC. VII. Such corporation and their successors may have perpetual succession, and shall be in law capable of suing and being sued, pleading and being impleaded, in all courts whatsoever; also, of contracting and being contracted with, relative to the business and objects of the corporation; may have a common seal, and may change and alter the same at pleasure; may have power to purchase, hold and lease such real estate as may be necessary for carrying on the business of the corporation. Corporate powers.

(217.) SEC. VIII. If any person or persons shall open a communication into any gas, main or other pipes of such corporation, without authority from the superintendent of the works, he or they shall be subject to a penalty of not less than five nor more than one hundred dollars, to be recovered before any justice of the peace. Unlawful opening of pipes; penalty.

(218.) SEC. IX. The transfer of shares will not be valid except as between the parties thereto, until it is regularly entered on the books of the company, so far as to show the names of the persons by and to whom transferred, and the numbers or other designations of the shares, and the date of the transfer. Transfer of shares.

(219.) SEC. X. Any corporation organized under the provisions of this act, shall have authority to make the apparatus and erect the buildings necessary for manufacturing and distributing gas, with the right to enter upon any public streets, lane or highway, for the purpose of laying down all necessary pipes, by and with the consent of the municipal authorities having legal jurisdiction. Necessary buildings; right of way.

(220.) SEC. XI. The legislature may at any time, upon gross neglect of duty, or fraud being shown against the officers of such company, declare their right to the privileges of this act to be null and void, and may appoint commissioners to close up its affairs. Chartered privileges when to be void.

INSTITUTIONS OF LEARNING.

An Act for the Incorporation of Institutions of Learning.

[Passed July 14, 1858.] C. 40

(221.) SEC. I. *Be it enacted by the legislature of the state of Minnesota:* Any number of persons not less than five (5), may associate themselves and become a corporation for the purpose of founding, establishing and conducting a college, seminary, academy, or other institution of learning, by complying with the provisions of this act. They shall make and subscribe a written statement, setting forth— Corporations may be formed by setting forth

1st. The name, character and object of the corporation. Name of corporation.

2d. The mode and proposed amount of endowment, (which amount shall be for any such college not less than twenty-five thousand dollars (\$25,000), and three thousand dollars (\$3,000) for any such seminary, academy or other institution of learning.) Endowment.

3d. The amount of capital stock subscribed, bequeathed, donated or given; the amount paid, and the amount which shall constitute a share. Capital stock.

Name and residence of stockholders. 4th. The name and place of residence of the subscribers, and whether the corporate powers shall vest in them or in the trustees of such institution.

Number of trustees. 5th. The number of trustees to be elected, (which shall not be less than five nor more than fifteen); and the length of time they shall continue in office, (which shall not exceed thirty years.)

Location. 6th. The place where such college or institution is to be located.

To be verified. Which statement, verified by the oath of two or more of the said subscribers, before some one authorized by law to take the acknowledgment of deeds, shall be recorded in the office of register of deeds of the county where such institution is to be located, and an authenticated duplicate thereof filed in the office of the secretary of state; but such statement shall not be so filed or recorded until there is annexed thereto an affidavit made by at least two of the subscribers to said statement, that the amount of stock required by this section has been in good faith subscribed, and twenty per cent. thereof paid in.

Body corporate. (222.) SEC. II. Whenever such certified statement shall have been duly recorded and filed as aforesaid, the person subscribing the same, and such other persons as may from time to time become donors, in amount of at least one share to such institution, and their successors, if made to so appear in the statement, shall be a body politic and corporate, capable of suing and being sued, and may have a common seal which they may alter at pleasure, and be capable in law of receiving by gift, subscription, bequest, will, donation or devise, and of purchasing, holding and conveying any real estate or personal property whatever, the annual income or revenue of which shall, for a college or seminary, not exceed twenty-five thousand (25,000) dollars, and for an academy or other institutions, four thousand (4,000) dollars, for the purpose of founding, establishing and conducting any such college, seminary, academy or other institution of learning; also, to sell, mortgage, let or otherwise use such property, in such manner as they shall deem most conducive to the educational interests of such corporation: *provided*, that any gift, bequest or donation to such institution, for any specific object, shall be faithfully applied to the object specified by such donor.

May receive endowments; limit.

(223.) SEC. III. The trustees of any college or seminary incorporated under the provisions of this act, besides the general powers and privileges of a corporation, shall have power:

Trustees may appoint president, professors, &c. 1st. To appoint a president, professors, tutors and such other officers and agents as they may deem necessary, who shall hold their offices during the pleasure of the trustees.

Fix salaries. 2d. To ascertain and fix the salaries of the president, professors and other officers and agents.

Prescribe study; no religious test. 3d. To direct and prescribe the course of study and discipline to be observed in the college, seminary or academy: *provided*, that no religious test whatever shall be required of any pupil in such institution.

Grant literary honors. 4th. To grant such literary honors as are usually granted by any such college or similar institutions in the United States, and in testimony thereof, to give suitable diplomas, under their seal and the signatures of such officers of the institution, as they may deem expedient: *provided*, that the course of study to be pursued in such college be, in all respects, as thorough and comprehensive as is usually pursued in similar institutions in the United States.

Make by-laws. 5th. And to make all ordinances and by-laws necessary and proper to carry into effect the foregoing powers.

Diplomas. (224.) SEC. IV. Every diploma and certificate of literary attainments, granted by such trustees, shall entitle the professor to all the immu-

nities which, by usage or statute, are allowed to possessors by similar institutions in the United States.

(225.) SEC. V. The trustees of any institution incorporated under the provisions of this act, may require the treasurer and all other officers and agents, before entering upon the duties of their respective offices, to give bonds and securities in such sums as they may deem proper and sufficient. Trustees to give bonds.

(226.) SEC. VI. Such trustees shall be required, on or before the first day of December, annually, to report to the superintendent of public instruction, a statement of the name of each trustee, officer, treasurer and student of such institution, with a statement of its property, the amount of stock subscribed, donated and bequeathed, and the amount actually paid in, and such other information as will tend to exhibit its condition and operations. Annual reports to superintendent of public instruction.

(227.) SEC. VII. Such trustees shall be severally and jointly liable for all the labor performed for the corporation; but no execution shall issue against any trustees, till an execution against the corporation shall have been returned unsatisfied, in whole or in part, and no trustee shall be thus liable unless suit for the collection of such debt shall have been brought against said corporation within one year after such debt shall have become due. Liability for debt.

(228.) SEC. VIII. Service of any legal process on such corporation may be made on any one of the trustees thereof, if such trustee be in the county in which the institution is located; but if not, then by leaving a copy of such process with any officer in the employ thereof, at its principal place of business. Legal process how served.

(229.) SEC. IX. Any institution incorporated under the provisions of this act shall be always subject to the visitation and examination of the superintendent of public instruction. Public visitation.

(230.) SEC. X. Any institution of learning now in existence in this state, whether incorporated or not, shall be entitled to all the benefits of this act, by complying with the provisions thereof; and may, by a vote of the majority of such corporation, or incorporated company, or association, to be taken according to the act of incorporation, by-laws, or other legal regulations thereof, determine to avail itself of the provisions of this act, and to take and assume corporate name and powers thereunder, and may, by like vote, transfer to such corporation, formed under this act, all its property, both real, personal, and mixed; and thereupon, said corporation, to which such property is so transferred, shall take the same in the same manner, to the same extent, and with the like effect, as the same was previously owned and held by the corporation, company or association so transferring the same, and may, in its corporate name, sue for and collect all debts, dues, demands, subscriptions, devices and bequests thereof. The said corporation so taking such property as aforesaid; shall take the same, subject to all the liens, trusts and limitations, both legal and equitable, to which the same was subject before such transfer; and shall also be liable for all the debts and obligations of such previous corporation, company or association, and shall pay the same to the full extent of the value of such property, at the time of so taking the same. Existing institutions may avail of provisions of this act; transfer of property.

(231.) SEC. XI. Nothing in this act shall be construed as granting banking powers, or as allowing the business of brokerage, or any other powers not usually granted to, or exercised by institutions for educational purposes. Banking powers prohibited.

(232.) SEC. XII. This act shall take effect immediately.

Act to take effect on passage.

EMIGRANT-AID SOCIETIES.

An Act to provide for the creation and regulation of Emigrant Aid Societies.

[Passed August 2, 1858.] c. 64

- Incorporation of emigration associations.** (233.) SEC. I. *Be it enacted by the legislature of the state of Minnesota:* Any number of persons may associate themselves and become incorporated for the purpose of aiding to encourage, procure and protect emigration in and within the state of Minnesota, with power to make, hold and use a common seal, also to contract and be contracted with, to sue and be sued, plead and be impleaded, answer and be answered, in all courts of competent jurisdiction, and shall have all other powers and privileges necessary to fulfill the objects of their incorporation.
- Filing of certificate and by-laws.** (234.) SEC. II. Such persons forming an association under this act, shall file in the office of the secretary of state, and also in the register of deeds' office, of such county where such association may be formed, a certificate in writing, signed by the board of directors of such association, expressing their intention to create and form such emigration aid society, which certificate shall also comprise a copy of their constitution and by-laws adopted by them.
- Objects of corporations.** (235.) SEC. III. The object of such institution shall be to provide for the encouragement of emigration to the state of Minnesota, and to aid and protect emigrants on their arrival in and their passing through this state.
- By-laws.** (236.) SEC. IV. Such association shall make by-laws in accordance with their objects: *provided*, that such by-laws be not in contravention of the laws of this state, or the laws and constitution of the United States.
- Election of officers.** (237.) SEC. V. At the annual meetings of such association there shall be chosen a board of directors, and such number of officers as their by-laws may provide, which officers and directors shall hold their respective offices for one year, and until the regular annual meetings of the association, when their successors shall be chosen. The association shall, at their first annual meeting, fix the time for holding their subsequent annual meetings.
- Annual report of directors.** (238.) SEC. VI. It shall be the duty of the board of directors to present to the association at every annual meeting, or at any time the by-laws that such institutions may provide, a full report of their proceedings, and give a faithful exhibit of the state of the institutions with regard to their financial and other interests.
- Donations and subscriptions.** (239.) SEC. VII. The directors shall have power, and it shall be their duty, to receive funds and donations of whatever source; they shall also have power, and it shall be their duty, to fix the rates of subscription of members, to appoint and employ all officers and agents requisite to promote the object of such institutions, and to remove any and all of them, as the interests of such institutions may require.
- Printing and distribution of pamphlets.** (240.) SEC. VIII. The directors shall be authorized to expend such amount of the funds under their control, as they may deem expedient, for the printing and distribution of pamphlets or other papers for the instruction of emigrants, and for the aid and assistance of emigrants, whenever they may deem proper.
- Specific duties.** (241.) SEC. IX. The specific duties of the directors, officers, and members of such associations, and also the mode how persons may become members of them, shall be prescribed by their by-laws.
- Act takes effect on passage.** (242.) SEC. X. This act shall take effect and be in force from and after its passage.

RAILROAD COMPANIES.

An Act to provide for the Incorporation and Regulation of Railroad Companies.

[Passed August 12, 1858.] c. 70

(243.) SEC. I. *Be it enacted by the legislature of the state of Minnesota:* Railroad companies; formation of; certificate to be filed.
That any number of persons not less than five associating for the purpose of constructing a railroad, shall subscribe a statement which shall specify as follows:

1st. The name assumed by such company, and by which it shall be known.

2d. The name and place of residence of each of the persons forming the association.

3d. The name of the place or places of the termini of said road, and the county or counties through which said road shall pass.

4th. The amount of capital necessary to construct said road. Such statement verified by the affidavit of two or more of the persons therein, shall be acknowledged before some one authorized to take the acknowledgment of deeds, and certified by the clerk of the district court, and filed in the office of the secretary of state, to be by him recorded in a book kept for that purpose, and the original, or copy thereof, duly certified by the secretary of state, shall be evidence of the existence of such company.

(244.) SEC. II. That when such certificate shall have been filed and recorded as aforesaid, the persons named as corporators therein are hereby authorized to carry into effect the objects named in said certificate in accordance with the provisions of this act; and they and their associates, successors and assigns, by the name and style provided in said certificate, shall thereafter be deemed a body corporate, with succession, with power to sue and be sued, plead and be impleaded, defend and be defended, contract and be contracted with, acquire and convey, at pleasure, all such real and personal estate as may be necessary and convenient to carry into effect the objects of the incorporation, to make and use a common seal, and the same to alter at pleasure, and to do all acts necessary to carry into effect the object for which it was created; and such company shall possess all the powers, and be subject to all rules, liabilities and restrictions provided by this act: *provided*, that any corporation or corporations formed and organized or consolidated under or by virtue of this act, exercising or attempting to exercise any banking powers under any pretence whatever, or the business of broker or brokerage, shall forfeit their right of incorporation and consolidation under or by virtue of this act. Corporate rights granted by this act.

(245.) SEC. III. Any corporation formed in pursuance of this act shall be and is hereby authorized to construct and maintain a railroad, with single or double track, with such side-tracks, turn-outs, offices and depots, as it may deem necessary, between the points named in the certificate, commencing at or within and extending to or into any town, city, or village along the line of said road, or named as the place of the termini of such road, and construct branches from the main line to other towns or places within the limits of any county through which said road may pass. Right to construct railroad and its appurtenances.

(246.) SEC. IV. The capital stock of such company shall be divided into shares of fifty dollars each, and consist of such sum as may be named in the certificate; such shares shall be regarded as personal property, and shall be subject to execution at law. Capital stock.

(247.) SEC. V. An installment of five dollars on each share of stock shall be payable at the time of making the subscription, and the residue thereof shall be paid in such installments, and at such times and places, Payment of installments.

and to such person, as may be required by the directors of such companies.

Failure to pay ;
forfeiture of pay-
ments ; stock to
be sold.

(248.) SEC. VI. If any installment of stock shall remain unpaid for sixty days after the time it may be required, whether such stock is held by an assignee, transferee, or the original subscriber, the same may be collected by action of debt ; or the directors may sell the stock so unpaid at public auction, for the installment then due thereon ; first giving thirty days public notice of the time and place of sale, in some newspaper in general circulation in the county where such delinquent stockholder resided at the time of making such subscription, or becoming such assignee or transferee, or in the county of his actual residence at the time of making such assignment or transfer, or, if such stockholder reside out of the state, such publication shall be made in the county where the principal office of the company is located, and if any residue of money shall remain after paying the amount due on said stock, the same shall, on demand, be paid over to the owner ; if the whole of said installment be not paid by such sale, the remainder shall be recoverable by an action of debt against the subscriber, assignee, or transferee.

Increase of cap-
ital stock.

(249.) SEC. VII. That whenever any railroad company, heretofore incorporated, or created and incorporated under the provisions of this act, shall, in the opinion of the directors thereof, require an increased amount of capital stock, they shall, if authorized by the holders of a majority of the stock, file with the secretary of state a certificate, setting forth the amount of such desired increase, and thereafter such company shall be entitled to have such increased capital as is fixed by said certificate.

Books of sub-
scription, when
opened ; election
of directors.

(250.) SEC. VIII. That the persons named in said certificate of incorporation, or any three of them, shall be authorized to order books to be opened for receiving subscriptions to the capital stock of said company, at such time or times, and at such place or places as they may deem expedient, after having given at least thirty days notice in a newspaper published or generally circulated in one or more counties where books of subscription are to be opened, of the time and place of opening books ; and so soon as ten per centum of the capital stock shall be subscribed, they may give like notice for the stockholders to meet at such time and place as they may designate, for the purpose of choosing seven directors, who shall continue in office until the time fixed for the annual election, and until their successors are chosen and qualified ; at the time and place appointed, directors shall be chosen by ballot, by such of the stockholders as shall attend for that purpose, either in person or by lawful proxies, each share shall entitle the owner to one vote, and a plurality of votes shall be necessary for a choice ; but after the first election of directors, no person shall vote on any share on which any installment is due and unpaid. The persons named in such certificates, or such of them as may be present, shall be inspectors of election, and shall certify what persons are elected directors, and appoint the time and place for holding the first meeting. A majority of said directors shall form a board, and be competent to fill vacancies in their board, make by-laws, and transact all business of the corporation. An annual election shall be held for directors, at such time and place as the stockholders, at their first meeting, shall determine, or as the by-laws of the corporation may require ; and the directors chosen at any election, shall, so soon thereafter as may be convenient, choose one of their number president, and shall appoint a secretary and treasurer of the corporation. The directors, before entering on their duties, shall each take an oath or affirmation, faithfully to discharge his duties, and they shall, from time to time, make such dividends of the profits of said company, as they may think proper.

(251.) SEC. IX. Such corporation is authorized to enter upon any land, for the purpose of examining and surveying its railroad line, and may appropriate thereof as may be deemed necessary for its railroads, including necessary side tracks, depots, and work shops, and water stations, materials for construction, except timber, a right of way over adjacent lands, sufficient to enable such company to construct and repair its road, and a right to conduct water by aqueducts, and the right of making proper drains; but no appropriation of private property to the use of any corporation provided for in this act, shall be made, until full compensation therefor be first made, in money, or first secured by deposit of money to the owner or owners, irrespective of any benefit from any improvement proposed by such corporation, or in such manner as is or may be prescribed by law.

Right of entry upon lands.

(252.) SEC. X. That whenever any railroad company heretofore incorporated, or which may hereafter be incorporated, shall find it necessary for the purpose of avoiding annoyance to public travel, or dangerous or difficult curves, or grades, or unsafe or unsubstantial grounds or foundations, or for other reasonable causes, to change the location or grade of any portions of their road, whether heretofore made or hereafter to be made, such railroad companies shall be, and are hereby authorized to make such changes of grade and location, not departing from the general route prescribed in the certificate of such company, and for the purpose of making any such change in the location and grade of any such road, as aforesaid, such company shall have all the rights, powers and privileges to enter upon and take and appropriate such lands and make surveys necessary to effect such changes and grades, upon the same terms, and be subject to the same obligations, rules and regulations as are or shall be prescribed by law, and shall also be liable, in damages, when any have been caused by such change, to the owner or owners of the lands upon which said road was heretofore constructed, to be ascertained and paid or deposited, as aforesaid; but no damages shall be allowed unless claimed within thirty days after actual notice of such intended change shall be given to such owner or owners, if residing on the premises, or notice by publication in some newspaper in general circulation in the county, if non-resident.

Authority to change grades, &c., liable for damages.

(253.) SEC. XI. If it shall be necessary, in the location of any part of any railroad, to occupy any road, street, alley, or public way, or ground of any kind, or any part thereof, it shall be competent for the municipal or other corporation or public officer, or public authorities, owning or having charge thereof, and the railroad company to agree upon the manner and upon the terms and conditions upon which the same may be used or occupied; and if said parties shall be unable to agree thereon, and it shall be necessary in the judgment of the directors of such company, to use or occupy such road, street, alley, or other public way or ground, such company may appropriate so much of the same as may be necessary for the purposes of said road, in the same manner and upon the same terms as is provided for the appropriation of the property of individuals, by the ninth section of this act.

Occupation of streets; duties of town officers.

(254.) SEC. XII. Such corporation may demand and receive for the transportation of passengers on said road, not exceeding three cents per mile, and for the transportation of property, not exceeding five cents per ton per mile, when the same is transported a distance of thirty miles or more, and in case the same is transported for a less distance than thirty miles, such reasonable rate as may be from time to time fixed by said company or prescribed by law.

Rates of fare and freight.

(255.) SEC. XIII. Such company shall have power to borrow money on the credit of the corporation, not exceeding its authorized capital stock,

Authority to borrow money.

at a rate of interest not exceeding eight per cent. per annum, and may execute bonds or promissory notes therefor, in sums of not less than one hundred dollars, and to secure the payment thereof, may pledge the property and income of such company.

Land for right of way how, acquired.

(256.) SEC. XIV. Such company may acquire, by purchase or gift, any lands in the vicinity of said road, or through which the same may pass, so far as may be deemed convenient or necessary by said company to secure the right of way, or such as may be granted to aid in the construction of such roads, and the same to hold or convey, in such manner as the directors may prescribe; and all deeds and conveyances made by such company, shall be signed by the president, under the seal of the corporation, and any existing railroad corporation may accept the provisions of this act, and after such acceptance, all conflicting provisions of their respective charters shall be null and void.

Bridging streams and roads.

(257.) SEC. XV. It shall be lawful for such corporation, whenever it may be necessary, in the construction of such road, to cross any road or stream of water, to divert the same from its present location or bed; but said corporation shall, without unnecessary delay, place such road or stream in such condition as not to impair its former usefulness.

Principal office of company.

(258.) SEC. XVI. Such corporation shall, as soon as convenient, after its organization, establish a principal office at some point on the line of its road, and may change the same at pleasure, giving public notice in some newspaper of such establishment or change.

Bridges and road crossings; requirements.

(259.) SEC. XVII. Every company organized under this act, shall be required to erect, at all points where their road shall cross any public road, at a sufficient elevation from such public road to admit of the free passage of vehicles of every kind, a sign with large and distinct letters placed thereon, to give notice of the proximity of the railroad, and warn persons of the necessity of looking out for the cars; and any company neglecting or refusing to erect such sign, shall be liable in damages for all injuries occurring to persons or property from such neglect or refusal; and each railroad company, shall be required to fence its roads with a good, substantial fence, under such rules as the county supervisors of the several counties through which the same may pass, shall prescribe.

Annual reports to state auditor.

(260.) SEC. XVIII. That each and every railroad company incorporated under this act, shall annually, in the month of January, make a full report of the condition of its affairs, to the auditor of state, showing the amount of the capital stock of such company, the gross amount of tolls or receipts during the previous year, the costs of repairs and incidental expenses, the net amount of profits and the dividends made, with such other facts as may be necessary to a full statement of the affairs and condition of such road; and the auditor of state shall annually present an abstract copy of such report to the legislature.

Bridges over navigable streams.

(261.) SEC. XIX. That whenever any railroad company now existing, or which may hereafter organize under this act, shall deem it necessary to extend their line of road across any navigable waters of this state, it shall be lawful, and they are hereby granted full power, to construct such bridge or bridges as may be required for purposes of said road across such navigable waters, and to repair and maintain the same in such manner as may best subserve the interests of such company: *provided*, that such bridge shall not be constructed in a manner to obstruct or impede, in any wise, the free navigation of said waters: *and provided*, that nothing herein contained shall be construed as violative of the laws of the United States in respect to the navigable waters therein.

Restrictions in running trains; liability of conductor.

(262.) SEC. XX. That every railroad company in this state, shall cause all its trains of cars for passengers to stop upon each arrival at a

station advertised by such company as a station for receiving passengers upon such trains, at least one minute; and shall also cause all its trains of cars to entirely stop not more than sixty rods and not less than ten rods before each arrival at the crossing of any other railroad; and every company, and every person in the employment of such company, that shall violate, or cause or permit to be violated, the provisions of this section, shall be liable to a forfeiture of not more than one hundred dollars, nor less than twenty dollars, to be recovered in an action of debt, before any justice of the peace of the county in which such violation shall occur, upon the complaint of any person, one half to go to the complainant and the remainder to the use of common schools in the county; and such company shall be further liable in the full amount of damages done to property or person in consequence of any neglect on the part of its agents or employees to comply with the requirements of this section; and in all cases in which a forfeiture shall occur under the provisions of this section, the company, whose agents shall cause or permit such violation, shall be liable for the amount of such forfeiture, and in all cases the conductor upon such train shall be held *prima facie* to have caused the violation of this section, which may occur upon the train in his charge.

(263.) SEC. XXI. That whenever the lines of railroad of any railroad companies in this state, or any portion of such lines, have been or may be constructed so as to admit the passage of burden or passenger cars over any two or more of such roads continuously without break or interruption, such companies are hereby authorized to consolidate themselves into a single corporation in the manner following:

Consolidation;
manner of effecting.

1. Any two or more railroad corporations may, by their directors, enter into an agreement, under the corporate seal of each for the consolidation of the said two or more corporations, prescribing the terms and conditions thereof; the mode of carrying the same into effect; the name of the new corporation; the names and places of residence and number of the directors thereof, which shall not exceed fifteen; the time and place of holding the first election of directors; the number of shares of capital stock in the new corporation; the amount of each share, which shall not be less than one hundred dollars; the manner of converting the shares of capital stock in each of said two or more corporations into shares in such new corporations; the manner of compensating stockholders in each of said two or more corporations, who refuse to convert their stock into the stock of such new corporation; with such other details as they shall deem necessary to perfect such consolidation of said corporations; and such new corporation shall possess all the powers, rights and franchises conferred upon such said two or more corporations, and shall be subject to all the restrictions and perform all the duties imposed by the provisions of this act: *provided*, that all stockholders in either of such corporations who shall refuse to convert their stock into the stock of such new corporation, shall be paid at least par value for each of the shares so held by them, if they shall so require, previous to said consolidation being consummated.

2. Such agreement of the directors shall not be deemed to be the agreement of the said two or more corporations, until after it has been submitted to the stockholders of each of said corporations separately, at a meeting thereof, to be called upon a notice of at least thirty days; specifying the time and place of such meeting, and the object thereof, to be addressed to each of such stockholders, when their place of residence is known, and deposited in the post office, and published for at least three successive weeks in one newspaper in at least one of the cities or towns in which each of said corporations has its principal office of business, and has been sanctioned by such stockholders by the vote of at least two-thirds

Consolidation;
manner of effecting.

in amount of the stockholders present at such meeting, voting by ballot, in regard to such agreement, either in person or by proxy, each share of capital stock being entitled to one vote; and when such agreement of the directors has been so sanctioned by each of the meetings of the stockholders separately, after being submitted to such meetings in the manner above mentioned, then such agreement of the directors shall be deemed to be the agreement of the said two or more corporations.

Articles of consolidation to be filed.

(264.) SEC. XXII. Upon making the agreement mentioned in the preceding section, in the manner required therein, and filing a duplicate or counterpart thereof in the office of the secretary of state, the said two or more corporations mentioned or referred to in the first section of this act, shall be merged in the new corporation provided for in such agreement, to be known by the corporate name therein mentioned; and the details of such agreement shall be carried into effect, as provided therein.

Transfer of rights, &c., to consolidated company.

(265.) SEC. XXIII. Upon the election of the first board of directors of the corporation created by the agreement in the twenty-first section of this act mentioned, and by the provisions of this act, all and singular the rights and franchises of each and all of said two or more corporations, parties to such agreement, all and singular their rights and interests in and to every species of property, real, personal and mixed, and things in action, shall be deemed to be transferred to and vested in such new corporation, without any other deed or transfer; and such new corporation shall hold and enjoy the same, together with the right of way, and all other rights of property, in the same manner, and to the same extent, as if the said two or more corporations, parties to such agreement, should have continued to retain the title, and transact the business of such corporation; and the titles and the real estate acquired by either of said two or more corporations, shall not be deemed to revert or be impaired by means of any thing in this act contained: *provided*, that all rights of creditors, and all liens upon the property of either of said corporations, parties to said agreement, shall be and hereby are preserved unimpaired; and the respective corporations shall continue to exist so far as may be necessary to enforce the same: *and provided further*, that all the debts, liabilities and duties of either company, shall thenceforth attach to such new corporation, and be enforced from the same, to the same extent, and in the same manner, as if such debts, liabilities and duties, had been originally incurred by it.

Aid to other railroads; when it may be given.

(266.) SEC. XXIV. Any railroad company heretofore or hereafter incorporated, may at any time, and by means of subscription to the capital of any other company, or otherwise, aid such company in the construction of its railroad, for the purpose of forming a connection of said last mentioned road with the road owned by the company furnishing said aid; or any railroad company organized in pursuance of law, may lease or purchase any part or all of any railroad constructed by any other company, and if said companies' lines of said road are continuous or connected as aforesaid, upon such terms and conditions as may be agreed on between said companies respectively; or any two or more railroad companies whose lines are so connected may enter into any arrangement for their common benefit, consistent with and calculated to promote the objects for which they were created: *provided*, that no such aid shall be furnished, nor any purchase, lease or arrangement perfected, until a meeting of the stockholders of each of said companies shall have been called by the directors thereof, at such time and place, and in such manner as they shall designate, and the holders of at least two-thirds of the stock of such company represented at such meeting, in person or by proxy, and voting thereat shall have assented thereto.

Take effect.

(267.) SEC. XXV. This act shall take effect immediately.

MANUFACTURING, MINING AND OTHER COMPANIES.

An Act to regulate Corporations for Manufacturing, Mining, Agricultural, Mechanical and Chemical purposes.

SEC. Ch. [Passed August 12, 1858.] c. 78
27-1565

(268.) SEC. I. *Be it enacted by the legislature of the state of Minnesota:* Formation of companies; certificate to be acknowledged.

Any three or more persons desirous of forming a corporation for the purpose of carrying on any kind of manufacturing, mining, lumbering, agricultural, mechanical or chemical business, may make, sign and acknowledge, before some officer authorized to take the acknowledgment of deeds, a certificate in writing, in which shall be stated the name of such corporation, and the objects for which the corporation shall be formed, the amount of the capital stock of such corporation, the term of its existence, which shall not exceed thirty years, the number of shares of which said stock shall consist, the number of directors and their names, who shall manage the concerns of said corporation for the first year, and the names of the town and county in which the operations of the said corporation are to be carried on.

(269.) SEC. II. Such certificate shall be recorded in the office of the register of deeds of the county in which the business of the corporation shall be carried on, and a duplicate thereof shall be filed in the office of the secretary of state. Certificate to be filed with register of deeds.

(270.) SEC. III. When such certificate shall have been recorded as aforesaid, the persons who shall have signed and acknowledged the same, and their successors, shall be a body politic and corporate, by the name stated in such certificate, and by that name may have succession; and shall be capable of suing and being sued, and they may have a common seal, and may alter the same at pleasure; and they shall by their corporate name, be capable of purchasing, holding and conveying any real and personal estate whatever, which may be necessary to enable the said corporation to carry on the business named in the certificate, but shall not mortgage the same or give any lien thereon: *provided*, that the amount of real estate so owned and held, shall not at any time exceed forty acres to each stockholder in such corporation. Corporate powers in whom vested; purchasing real estate; proviso.

(271.) SEC. IV. The stock, property and concerns of such corporation, shall be managed by not less than three, nor more than nine directors, who shall respectively be stockholders in such corporation, and who shall, except the first year, be annually elected by the stockholders, at such time and place as shall be directed by the by-laws of the corporation. Directors to manage business of corporation.

(272.) SEC. V. Public notice of the time and place of holding such election shall be given not less than ten days previous thereto, by publication in the newspaper in the state, printed nearest the place where the business of the corporation shall be carried on, or in such other manner as shall be prescribed by the by-laws of the corporation; and the election shall be made by such of the stockholders as shall attend for that purpose, either in person or by proxy. Election of directors.

(273.) SEC. VI. All elections shall be by ballot, and each share of stock shall entitle the owner to one vote in said corporation; and the persons receiving the majority of votes shall be directors; and when any vacancy shall happen among the directors, by death, resignation or otherwise, it shall be filled for the remainder of the year, in such manner as may be provided for by the by-laws of said corporation. Election by ballot not by shares of stock.

(274.) SEC. VII. In case it shall happen at any time, that an election Failure to elect

on any day designated; no dissolution of corporation.

of directors shall not be made on the day fixed for such election by the by-laws of said corporation, the corporation for that reason shall not be dissolved; but it shall be lawful on any other day to hold an election for directors, as shall be provided for by the said by-laws, and all acts of the directors shall be valid and binding as against such corporation, until their successors shall be elected: *provided*, that if any corporation formed under the provisions of this act, shall neglect, or refuse for a longer time than three years, to elect directors thereof, then, thereafter, for that reason said corporation shall be and remain dissolved.

Powers of directors.

(275.) SEC. VIII. The directors shall have power to make and prescribe such by-laws, rules and regulations respecting the management, control and disposition of the stock, property and business of such corporation, as they may deem expedient and proper, not inconsistent with the constitution and laws of the United States, or of this state, and shall have power to appoint and employ officers, clerks and servants for conducting and carrying on the business of such corporation; and determine their duties and salaries and wages to be paid to them.

Payment of capital stock; sale of stock for non-payment.

(276.) SEC. IX. It shall be lawful for the directors to call in and demand from the stockholders respectively, all such sums of money by them subscribed, at such times, and in such payments or installments, as the directors shall deem proper; and if any stockholder shall fail to pay the amount so required to be paid, and at the time required for such payments, the stock of such delinquent stockholder, or such portions thereof as may be required to meet such payment, may be sold by the directors at public auction, after giving public notice of the time and place of such sale at least thirty days previous thereto, by publication of such notice in the newspaper in the state, printed nearest the place of business of such corporation, or by giving such notice in such other manner as shall be prescribed by the by-laws of such corporation; and the surplus, if any, arising from the sale of such stock), over and above the amount due thereon, shall be paid by the directors to such delinquent stockholder; and a transfer of stock so sold, made by the directors in the name of the holder of the stock, shall vest a good and valid title thereto in the purchaser; or the said corporation may commence and prosecute, in any court of competent jurisdiction, an action against any subscriber for stock in said corporation, and recover judgment for the amount due on his subscription, with interest thereon from the time the same was required to be paid, and have execution therefor.

Stock deemed personal estate and transferable.

(277.) SEC. X. The stock of said corporation shall be deemed personal estate, and shall be transferable in such manner as shall be prescribed by the by-laws of the corporation, but no shares shall be transferable until previous calls thereon shall have been fully paid in, or they shall have been sold, as provided in the preceding section, for the non-payment of calls thereon; and it shall not be lawful for such corporation to use any of their funds in the purchase of any stock in any other corporation.

Individual liability for wages of employees.

(278.) SEC. XI. The stockholders of any corporation organized under the provisions of this chapter, shall be jointly and individually liable for all debts that may be due and owing to all their clerks, laborers and servants, for services performed for such corporation.

Individual liability of retiring stockholders for debts contracted.

(279.) SEC. XII. All such stockholders shall be jointly and individually liable for the payment of all other debts of such corporation, to be recovered of the stockholder who is such when the debt is contracted; but he shall not be so liable except as mentioned in the preceding section, unless suit shall be commenced against such stockholder for such debt within five years from the time he shall have ceased to be a stockholder

in such corporation, nor unless he shall have been a stockholder at the time when such debt or liability was contracted, nor unless an execution issued against the corporation for the collection of such debt shall have been returned unsatisfied in whole or in part.

(280.) SEC. XIII. No person holding stock in such corporation as executor, administrator, guardian or trustee, and no person holding stock as collateral security, shall be personally subject to any liability as stockholder of such corporation, but the person pledging such stock shall be considered as holding the same, and shall be liable as a stockholder accordingly, and the estates and funds in the hands of such executor, administrator, guardian or trustee, shall be liable in like manner as the testate or intestate would have been if he had been living, or the ward or person interested in such trust fund would have been, if he had been competent to act, and held the same stock in his own name.

Ownership of stock hold as collateral security, or by administrators, &c.

(281.) SEC. XIV. Every such executor, administrator, guardian or trustee, shall represent the shares of stock in his hands at all meetings of the corporation, and may vote accordingly as a stockholder; and every person who shall pledge his stock as aforesaid, may nevertheless represent the same at all such meetings, and may vote accordingly as a stockholder.

Rights of executors, &c., and person pledging stock to vote at meetings.

(282.) SEC. XV. Nothing but money shall be considered as payment of the capital stock of any corporation formed under the provisions of this chapter, and no loan of money shall be made by any such corporation to any stockholder therein.

Capital stock to be paid in money; loans prohibited to stockholders.

(283.) SEC. XVI. The legislature may at any time alter, amend or repeal this chapter, or may amend or repeal any corporation formed or created under this chapter; but such amendment or repeal shall not, nor shall the dissolution of such corporation take away or impair any remedy against any such corporation, its stockholders or officers, for any liability which shall have been previously incurred.

Legislature may amend or repeal this act.

(284.) SEC. XVII. Any corporation formed under this chapter may increase or diminish its capital stock, and may also extend its business to any other manufacturing, mining, lumbering, agricultural, mechanical or chemical business, in the manner hereinafter provided, and any existing company heretofore formed may come under, and avail itself of the privileges and provisions of this chapter by complying with the following provisions; and thereupon such company, its officers and stockholders shall be subject to all the restrictions, duties and liabilities of this chapter.

Capital stock, how increased or diminished.

(285.) SEC. XVIII. Whenever any company shall desire to avail itself of the provisions and privileges of this chapter, or shall desire to increase or diminish the amount of its capital stock, or extend or change its business, a meeting of the stockholders shall be called by the directors, whose duty it shall be to publish a notice of such meeting, signed by a majority of them, in a newspaper published in the county, if any shall be published therein, and if none, then in a newspaper in the state, printed nearest the principal place of business, at least three successive weeks, and to serve personally on each stockholder a written or printed copy thereof, or deposit such copy in the post office, addressed to such stockholder at his usual place of residence, at least three weeks previous to the day fixed upon for holding such meeting; such notice shall specify the object of such meeting, the time and place when and where the same shall be held, and the amount to which it is proposed to increase or diminish the capital stock, and the business to which the company would be extended or changed.

Public notice thereof to be given and private notice to stockholders.

(286.) SEC. XIX. At the time and place specified in the notice provided for in the preceding section, the stockholders present, in person or by proxy, shall organize by choosing one of the directors chairman of the meeting, and also a suitable person for secretary, and proceed to vote, and

Proceedings to determine the question of increase or decrease of capital stock.

if on canvassing the votes it shall be found that votes representing at least two-thirds of all the shares of stock of such company have been given in favor of increasing or diminishing the amount of capital, or of extending or changing its business, or in favor of availing itself of the provisions and privileges of this chapter as aforesaid, a certificate of the proceedings showing a compliance with the provisions of this chapter, the business to which the company is extended or changed, and the amount to which the capital stock shall be increased or diminished, shall be made out, signed and verified by the affidavit of the chairman and secretary, and such certificate shall be acknowledged by the chairman and secretary, and filed and recorded, as required by the first section of this chapter, and when so filed and recorded, the capital of such corporation shall be increased or diminished to the amount specified in such certificate, and the business extended or changed as aforesaid, and the company shall be entitled to the provisions and privileges and be subject to the liabilities of this chapter, as the case may be.

Record of stockholders and transfer of shares to be kept for inspection.

(287.) SEC. XX. It shall be the duty of the directors of every such corporation or company to cause a book to be kept by the treasurer or clerk thereof, containing the names of all persons, alphabetically arranged, who are or shall have been within six years stockholders of such company, and showing their places of residence, the number of shares of stock held by them respectively, and the time when they respectively became the owners of such shares, every transfer of stock, and the amount of stock actually paid in, which books shall, during the usual business hours of the day, on every day except Sunday, be open for the inspection of stockholders and creditors of the company, and their personal representatives, at the office or principal place of business of such company, in the county where its business operations shall be located, and any and every such stockholder, creditor or representative, shall have a right to make extracts from such books; and no transfer of stock shall be valid for any purpose whatever, except to render the person to whom it shall be transferred liable for the debts of the company, according to the provisions of this chapter, until it shall have been entered therein, as required by this section by an entry showing to and from whom transferred; such book shall be presumptive evidence of the facts therein stated, in favor of the plaintiff, in any suit, or proceeding against such company, or against one or more stockholders. Every officer or agent of any such company who shall neglect to make any proper entry in such book, or shall refuse or neglect to exhibit the same to be inspected, and extracts to be taken therefrom, as provided by this section, shall be deemed guilty of a misdemeanor, and upon conviction shall be fined not exceeding five hundred dollars, or by imprisonment not exceeding six months, and the company shall forfeit and pay for every such neglect or refusal to the party injured thereby, all the damages resulting therefrom; and every company that shall neglect to keep such book open for inspection as aforesaid, shall forfeit and pay the sum of fifty dollars for every day it shall so neglect, to be sued for and recovered in the name of the state by the district or county attorney of the county in which the business of such corporation shall be located.

Prohibition of banking powers.

(288.) SEC. XXI. Any company or corporation formed and organized under the provisions of this chapter, is hereby prohibited from exercising any banking powers under any pretense whatever, under a penalty of forfeiting their right of incorporation under or by virtue of this chapter.

Act when to take effect.

(289.) SEC. XXII. This act to take effect and be in force from and after its passage, and all acts or parts of acts inconsistent with the provisions of this act, are hereby repealed.

\$XXII. 1858 741/2 258

BRIDGE COMPANIES.

An Act to create and regulate Bridge Companies.

[Passed July 23, 1858.] c. 95

(290.) SEC. I. *Be it enacted by the legislature of the state of Minnesota:* That whenever any number of persons associate themselves together for the purpose of constructing a bridge over any of the streams of water in this state, they shall, under their hands and seals, make a certificate specifying the amount of capital stock necessary, the amount of each share, the place where said bridge is to be built, and on what stream; said certificate shall be acknowledged, certified and forwarded to the secretary of state, recorded and copied, and when so incorporated they are hereby authorized to carry on the operations, and by the name and style provided in such certificate, shall be deemed a body corporate, with succession; and they and their associates, successors and assigns, shall have the same general corporate powers and subject to all the restrictions hereinafter provided; but in all cases the banks on both sides of the stream where the said bridge is to be built, shall be owned by said company, or that they obtain in writing the consent of the owner or owners of the banks where the said bridge is to be erected, to erect the said bridge as aforesaid, unless the said banks at such points be a public highway.

Incorporation of bridge companies; how effected.

(291.) SEC. II. That the corporations herein named shall open the books of said company for subscription to the capital stock of said bridge, and so soon thereafter as ten per cent. of the capital shall be subscribed, they shall call a meeting of the persons who have subscribed stock as aforesaid, and shall then and there proceed to elect five directors, who shall be stockholders in the said company, who shall hold their offices as such directors for one year from and after said election, and until their successors are elected and qualified, one of whom shall be president, and one treasurer, and one secretary, to be named on the tickets when voted for by the stockholders as aforesaid. Each stockholder shall be entitled to one vote for each and every share of stock that he may own, and after the first election, no stockholder shall be entitled to a greater number of votes than the number of shares that he may have paid into said company.

Capital stock; election of directors and officers.

(292.) SEC. III. That the treasurer of said company, before entering upon the duties of his office, shall enter into a bond with good and sufficient security, to be approved of by the said board of directors, payable to the said company, conditioned for the faithful performance of all and singular the duties of said office, and that he will well and truly account for and pay over to the said company, all moneys and property that shall from time to time come into his hands by virtue of his said office, and that he will use due and proper diligence to collect all moneys and demands that from time to time shall be due and owing to the said company, which shall be his duty by law to collect.

Duties of treasurer.

(293.) SEC. IV. The president shall preside at all meetings when present and not otherwise incapacitated, in which case or in case of his absence, the board of directors shall choose a president from among their number, who shall perform the duties of the president at such meeting, and perform such other duties as may from time to time be pointed out by the by-laws and the rules of said company.

Duties of president.

(294.) SEC. V. The secretary shall keep a record of all meetings of the board of directors, and other proceedings of said company not required to be performed by any other officers of the said board, and perform such

Duties of secretary.

other and further duties as may be assigned him from time to time, by the rules and by-laws of the said company.

May make by-laws. (295.) SEC. VI. That the said company shall have power from time to time, at any regular meeting of the board of directors, to make, alter or change such by-laws and rules for the government of the said company.

Rates of toll; by whom fixed. (296.) SEC. VII. That the company previous to receiving any tolls upon said bridge, shall set up and keep in a conspicuous place on the said bridge, a board, on which shall be written, painted or printed in a plain and legible manner, the rates of toll, which rates of toll shall have been prescribed by the district court of the proper county; and if any company shall demand and receive any greater rate of tolls than the rate prescribed by said court, they shall be subject to a fine of ten dollars.

Compensation of officers. (297.) SEC. VIII. That the compensation of the president and other officers of such company, shall be regulated and fixed by the rules and by-laws of such company from time to time.

(298.) SEC. IX. This act to take effect from and after its passage, and all acts inconsistent with this act are hereby repealed.

GENERAL PROVISIONS RELATING TO CORPORATIONS.

An Act to provide for the creation and regulation of Corporations.

[Passed August 12, 1858.] c. 55

CHAPTER I.

OF CORPORATIONS FOR PECUNIARY PROFIT.

Creations of bodies corporate. (299.) SEC. I. *Be it enacted by the legislature of the state of Minnesota:* Any number of persons may associate themselves and become incorporated for the transaction of any lawful business, including the establishment of ferries, the construction of canals, railways, telegraphs, bridges or other works of internal improvement; but such incorporation confers no power or privilege not possessed by natural persons, except as hereinafter provided.

Powers of bodies corporate. (300.) SEC. II. Among the powers of such body corporate are the following:

- 1st. To have perpetual succession.
- 2d. To sue and be sued by its corporate name.
- 3d. To have a common seal which it may alter at pleasure.
- 4th. To render the interest of the stockholders transferable.
- 5th. To exempt the private property of its members from liability for corporate debts, except as herein otherwise declared.
- 6th. To establish by-laws and make all rules and regulations deemed expedient for the management of their affairs, in accordance with law and not incompatible with an honest purpose.

Articles of incorporation to be recorded. (301.) SEC. III. Previous to commencing any business except that of their own organization, they must adopt articles of incorporation, which must be recorded in the office of the register of deeds of the county where the principal place of business is to be, in a book kept therefor.

Record by secretary of state; limit of indebtedness. (302.) SEC. IV. Corporations for the construction of any work of internal improvement, must in addition also file a copy of such articles in the office of the secretary of state, and have the same recorded by him in a book kept for such purposes. Such articles of incorporation must fix the highest amount of indebtedness or liability to which the corporation is at any one time to be subject, which must in no case, except in that of the risks of insurance companies, exceed two-thirds of its capital stock.

(303.) SEC. V. A notice must also be published for four weeks in succession in some newspaper as convenient as practicable to the principal place of business. Public notice in newspaper.

(304.) SEC. VI. Such notice must contain :

1st. The name of the corporation and its principal place of transacting business. Contents of notice.

2d. The general nature of the business to be transacted.

3d. The amount of capital and stock authorized, and the times and condition on which it is to be paid in.

4th. The time of the commencement and termination of the corporation.

5th. By what officers or persons the affairs of the company are to be conducted, and the times at which they will be elected.

6th. The highest amount of indebtedness or liability to which the corporation is at any time to subject itself.

7th. Whether private property is to be exempt from the corporate debts.

(305.) SEC. VII. The corporation may commence business as soon as the articles are filed in the office of the register of deeds, and their doings shall be valid if the publication in a newspaper is made, and the copy filed in the office of the secretary of state, when such filing is necessary, within three months from such filing in the register's office. Commencing business.

(306.) SEC. VIII. No change in any of the above matters shall be valid unless recorded and published as the original articles are required to be. Changes in articles of incorporation.

(307.) SEC. IX. Corporations for the construction of any work of internal improvement may be formed to endure fifty years; those formed for other purposes cannot exceed twenty years in duration; but in either case they may be renewed from time to time, for periods not greater, respectively, than was at first permissible: *provided*, three-fourths of the votes cast at any regular election for the purpose, be in favor of such renewals: *and provided, also*, that those thus wishing a renewal will purchase the stock of those opposed to the renewal at its fair current value. Duration of corporations.

(308.) SEC. X. The corporation cannot be dissolved prior to the period fixed upon in the articles of incorporation, except by unanimous consent, unless a different rule has been adopted in their articles. Dissolution of corporation.

(309.) SEC. XI. The same period of newspaper publication must precede any such premature dissolution of a corporation, as is required at its erection.

(310.) SEC. XII. A copy of the by-laws of the corporation with the names of all its officers appended thereto, must be posted in the principal place of business and be subject to public inspection. Public inspection of by-laws.

(311.) SEC. XIII. A statement of the amount of the capital stock subscribed, the amount of capital actually paid in, and the amount of indebtedness of the company in a general way, must also be kept posted up in like manner, which statement must be corrected as often as any material change takes place in relation to any part of the subject matter of such statement. Statement of capital stock, &c., to be posted.

(312.) SEC. XIV. Intentional fraud in failing to comply substantially with the articles of incorporation, or in deceiving the public or individuals in relation to their means or liabilities, shall subject those guilty thereof to fine or imprisonment, or both, at the discretion of the court. Any person who has sustained injury from such fraud may also recover damages therefor against those guilty of participating in such fraud. Intentional fraud; penalty.

(313.) SEC. XV. The diversion of the funds of the corporation to other objects than those mentioned in their articles and the notices pub- Diversion of funds to be deemed fraud.

lished as aforesaid, (*provided*, any person be thereby injured), and the payment of dividends which leave insufficient funds to meet the liabilities of the corporation, shall be deemed such frauds as will subject those therein concerned to the penalties of the preceding section; and such dividends, or their equivalent in the hands of individual stockholders, shall be subject to said liabilities.

Dividends by insurance companies.

(314.) SEC. XVI. Dividends by insurance companies, made in good faith, before their knowledge of the happening of actual losses, are not intended to be punished by the provisions of the preceding section.

Individual liability of stockholder; when.

(315.) SEC. XVII. A failure to comply substantially with the foregoing requisitions in relation to organization and publicity, renders the individual property of all the stockholders liable for the corporate debts.

Forfeiture of chartered rights; how caused.

(316.) SEC. XVIII. Either such failure or the practice of fraud in the manner hereinbefore mentioned, shall cause a forfeiture of all the privileges hereby conferred, and the courts may proceed to wind up the business of the corporation by an information in the manner prescribed by law.

False books or accounts a misdemeanor.

(317.) SEC. XIX. The intentional keeping of false books or accounts by any corporation, whereby any one is injured, is a misdemeanor on the part of those concerned therein, whose duty it was to see that the books and accounts were correctly kept.

Transfer of shares, when valid.

(318.) SEC. XX. The transfer of shares is not valid, except as between the parties thereto, until it is regularly entered on the books of the company, so far as to show the name of the persons by and to whom transferred, the numbers or other designation of the shares, and the date of the transfer; but such transfer shall not in any way exempt the person or persons making such transfer from any liability or liabilities of said corporation which were created prior to such transfer. The books of the company must be so kept as to show intelligibly the original stockholders, their respective interests, the amount which has been paid in on their shares, and all transfers thereof; and such books, or a correct copy thereof, so far as the items mentioned in this section are concerned, shall be subject to the inspection of any person desiring the same.

Non-user of franchises; when dissolved by.

(319.) SEC. XXI. A corporation organized or attempted to be organized in accordance with the provisions of this chapter, shall cease to exist by the non-user of its franchises for two years at any one time; but such body shall not forfeit its franchises by reason of its omission to elect officers, or to hold meetings at any time prescribed by the laws: *provided*, such act be done within two years of the time appointed therefor.

Closing up business of corporations.

(320.) SEC. XXII. Corporations whose charters expire by their own limitation, or by the voluntary act of the stockholders, may nevertheless continue to act for the purpose of winding up their concerns, but for no other purpose.

Individual liability for unpaid installments.

(321.) SEC. XXIII. Nothing herein contained exempts the stockholders of any corporation from individual liability to the amount of the unpaid installments on the stock owned by them, or transferred by them, for the purpose of defrauding creditors; and an execution against the company may to that extent be levied upon such private property of any individual.

Private property of stockholders; when exempt.

(322.) SEC. XXIV. In none of the cases contemplated in this chapter can the private property of the stockholders be levied upon for the payment of corporate debts while corporate property can be found with which to satisfy the same; but it will be sufficient proof that no property can be found, if an execution has issued on a judgment against the corporation, and a demand thereon made of some one of the last acting officers

of the body for property on which to levy, and if he neglects to point out any such property.

(323.) SEC. XXV. The defendant in any stage of a cause may point out corporate property subject to levy, and upon his satisfying the court of the existence of such property, by affidavit or otherwise, the cause may be continued, or execution against the defendant stayed, until the property can be levied upon and sold; and the court may subsequently render judgment, and order execution for any balance which there may be after disposing of the corporate property according to the stage of the cause; but if a demand of property has been made as contemplated in the preceding section, the costs of such proceedings shall in any event be paid by the company, or by the defendant.

Defendant may point out corporate property subject to levy.

(324.) SEC. XXVI. When the private property of a stockholder is taken for a corporate debt, he may maintain an action against the corporation for indemnity, and against any of the other stockholders for contribution.

Private property taken; damages.

(325.) SEC. XXVII. For the purpose of repairs, rebuilding or enlarging, or to meet contingencies, or for the purpose of a sinking fund, the corporation may establish a fund which they may loan, and in relation to which they may take the proper securities.

Sinking fund may be created.

(326.) SEC. XXVIII. When the franchise of a corporation has been levied upon under an execution and sold, the corporation shall not have power to dissolve the corporation so as to destroy the franchise, and if they neglect to keep up an organization sufficient to enable the business to proceed, the purchaser thereupon becomes vested with all the powers of the corporation requisite therefor; and when it becomes impracticable for an individual so to conduct them, and in cases where doubts or difficulties, not herein provided for, arise, the purchaser may apply by petition to the district court, which is hereby vested with authority to make any orders requisite for carrying into effect the intent of this chapter in this respect.

Sale of franchise under execution.

(327.) SEC. XXIX. In any proceedings by or against a corporation, or against a stockholder, to charge his private property, or the dividends received by him, the court is invested with power to compel the officers to produce the books of the corporation on the motion of either party, upon a proper cause being shown for that purpose.

Books of corporation to be produced on demand.

(328.) SEC. XXX. A single individual may entitle himself to all the advantages of this chapter, provided he complies substantially with all its requirements, omitting those which, from the nature of the case, are inapplicable.

A single individual may be incorporated.

(329.) SEC. XXXI. Persons acting as a corporation under the provisions of this chapter, will be presumed to be legally incorporated, until the contrary is shown; and no such franchise shall be declared actually null or forfeited, except in a regular proceeding brought for that purpose.

Acting as a corporation presumed to be legal.

(330.) SEC. XXXII. No body of men acting as a corporation under the provisions of this chapter, shall be permitted to set up the want of a legal organization as a defense to an action against them as a corporation, nor shall any person sued on a contract made with such a corporation, or sued for an injury to its property, or a wrong done to its interests, be permitted to set up a want of such legal organization in his defense.

Want of legal organization no defense against actions.

(331.) SEC. XXXIII. Corporations regularly organized under the general law heretofore in force, by adapting their articles of association to the provisions of this chapter, and by making the required publication of the change, as well as of their intention to act under the foregoing provisions, will be entitled to all the advantages and subjected to all the liabilities above provided for, but the change in their articles of association must

Corporations heretofore in force.

be made in accordance with those articles, or by the unanimous consent of the stockholders.

Insurance notes
liens upon prop-
erty insured.

(332.) SEC. XXXIV. Mutual insurance companies, organized under the provisions of this chapter, may render their premium notes a lien upon the whole or any part of the real estate upon which the property insured is situate, whether such real estate is or is not exempt from other liabilities as a homestead; but such lien will not attach until the premium note stating the property on which it is a lien is filed for record and treated in the same manner as though it were a mortgage from the maker thereof to the company, except that it need not be acknowledged.

(333.) SEC. XXXV. Nothing herein contained is intended to affect the interests of companies already organized, further than is above expressed.

CHAPTER II.

OF CORPORATIONS OTHER THAN THOSE OF PECUNIARY PROFIT.

Incorporation of
seminaries, &c.

(334.) SEC. I. Corporations for the establishment of seminaries of learning, churches, lyceums, libraries, agricultural societies, and for other lawful purposes unconnected with motives of pecuniary profit, may be formed in the manner directed in the preceding chapter, so far as applicable, and the provisions of that chapter are extended to them, except as herein modified.

Publication of
articles not
requisite.
Dividend when.

(335.) SEC. II. Their articles of incorporation shall be recorded, but a newspaper publication is not requisite.

(336.) SEC. III. No dividend or distribution of property among the stockholders shall be made until the dissolution of the corporation.

Degrees.

(337.) SEC. IV. Corporations of an academical character are invested with authority to confer the degrees usually conferred by such institutions.

Banking powers
prohibited.

(338.) SEC. V. Nothing in this act shall be construed as granting banking powers.

An Act prescribing the General Powers and Liabilities of Corporations.

√ [Chapter 42, Revised Statutes.]

General powers
of corporations.

(339.) SEC. I. All corporations shall, when no other provision is specially made, be capable, in their corporate name, to sue and be sued, appear, prosecute, and defend all actions and causes, to final judgment and execution, in any courts, or elsewhere; to have a common seal, which they may alter at pleasure; to elect, in such manner as they shall determine to be proper, all the necessary officers, and to fix their compensation, and define their duties and obligations; and to make by-laws and regulations, consistent with the laws of the territory, for their own government, and for the due and orderly conducting of their affairs, and the management of their property.

May make by-
laws for certain
purposes, and
impose penalties.

(340.) SEC. II. All corporations may, by their by-laws, where no other provision is specially made, determine the manner of calling and conducting their meetings, the number of members that shall constitute a quorum, the number of shares that shall entitle the members respectively to one or more votes, the mode of voting by proxy, the mode of selling shares for the non-payment of assessments, and the tenure of office of the several officers; and they may prescribe suitable penalties for the violation of their by-laws, not exceeding in any case twenty dollars for any one offense.

(341.) SEC. III. The first meeting of every corporation, when no other provision is specially made, shall be called by notice, signed by one or more of the persons named in, or associated as corporators under the law by which it is incorporated, setting forth the time, place, and purposes of the meeting; and such notice shall, at least twenty days before the meeting, be delivered to each member, or published in some newspaper of the county where the corporation shall be established, or if no newspaper be published in the county, then in some newspaper published in an adjoining county.

First meeting,
how called.

(342.) SEC. IV. Whenever, by reason of the death, absence, or other legal impediment of the officers of any corporation, there shall be no person duly authorized to call, or preside at a legal meeting thereof, any justice of the peace of the county where such corporation is established, may, on a written application of three or more of the members thereof, issue a warrant to either of the said members, directing him to call a meeting of the corporation, by giving such notice as shall have been previously required by law; and the justice may, in the same warrant, direct such person to preside at such meeting, until a clerk shall be duly chosen and qualified, if there shall be no other officer present, legally authorized to preside thereat.

When justice
may call meet-
ing, and how.

(343.) SEC. V. When all the members of a corporation shall be present at any meeting, however called, or notified, and shall sign a written consent thereto, on the record of such meeting, the doings of such meeting shall be as valid as if legally called and notified.

When meeting
valid, though
not called.

(344.) SEC. VI. The members of such corporation, when so assembled, may elect officers to fill all vacancies then existing, and act upon such other business as might lawfully be transacted at regular meetings of the corporation.

Powers of mem-
bers when so
assembled.

(345.) SEC. VII. Every such corporation may hold land to an amount authorized by law, and may convey the same; and whenever the capital stock of such corporation is divided into shares, and certificates thereof are issued, such shares may be transferred by indorsement and delivery of the certificates thereof, such indorsement being by the signature of the proprietor, or his attorney, or legal representative; but such transfer shall not be valid, except between the parties thereto, until the same shall have been so entered on the books of the corporation, to show the names of the parties by whom, and to whom, transferred, the number and designation of the shares, and the date of the transfer.

May hold and
convey lands,
and transfer
shares, and how.

(346.) SEC. VIII. All corporations, whose charters shall expire by their own limitation, or shall be annulled by forfeiture, or otherwise, shall, nevertheless, continue to be bodies corporate for the term of three years after the time when they would have been so dissolved, for the purpose of prosecuting and defending suits by or against them, and of enabling them, gradually, to settle and close their concerns, to dispose of and convey their property, and to divide their capital stock; but not for the purpose of continuing the business for which such corporations have been, or may be established.

How long corpo-
rations to con-
tinue and for
what purpose
after dissolution.

(347.) SEC. IX. When the charter of any corporation shall expire or be annulled as provided in the preceding section, the district court of the county in which such corporation carries on its business, or has its principal place of business, on application of any creditors of such corporation, or of any stockholder or member thereof, at any time within the said three years, may appoint one or more persons to be receivers or trustees of and for such corporation; to take charge of the estate and effects thereof, and to collect the debts and property due and belonging to the corporation, with the same powers, and who shall perform the same duties as receivers

When district
court may ap-
point receivers of
corporation.

appointed, as provided by law, upon the voluntary dissolution of corporations; and the power of such receivers may be continued beyond the said three years, and as long as the court shall think necessary.

District court to have chancery powers in such cases.

(348.) SEC. X. The said court shall have jurisdiction in chancery of such application, and of all questions arising in the proceedings thereon, and may make such orders, injunctions, and decrees thereon, as justice and equity shall require.

Franchises and property of corporations authorized to receive toll may be taken and sold on execution.

(349.) SEC. XI. When any judgment shall have been recovered against any turnpike or other corporation authorized to receive toll, the franchises of such corporation, with all the rights and privileges thereof, together with all their corporate property, both real and personal, may be taken on execution, and sold at public auction.

Proceedings of officer on execution.

(350.) SEC. XII. The officer having such execution against any corporation mentioned in the preceding section, shall, thirty days at least before the day of sale of the franchise, or other corporate personal property, give notice of the time and place of sale, by posting up a notice thereof in any county in which the clerk, treasurer, or any of the directors of such corporation may dwell; and also by causing an advertisement of the sale, expressing the name of the creditor, the amount of execution, and the time and place of sale to be inserted three weeks successively, in some newspaper published in any county in which either of the aforesaid officers may dwell, if any such there be; and if no newspaper be published in any such county, then in the newspaper published nearest thereto.

May adjourn sale.

(351.) SEC. XIII. The officer who may levy any execution, as prescribed in the preceding section, may adjourn the sale from time to time as may be necessary, until the sale shall be completed.

Who to be considered the highest bidder.

(352.) SEC. XIV. In the sale of the franchise of any corporation, the person who shall satisfy the execution, with all legal fees and expenses thereon, and shall agree to take such franchise for the shortest period of time, and to receive during that time all such toll as the said corporation would by law be entitled to demand, shall be considered as the highest bidder.

Officer to deliver possession to purchaser, and his right to receive toll.

(353.) SEC. XV. The officers' return on such execution shall transfer to the purchaser all the privileges and immunities which, by law, belonged to such corporation, so far as relates to the right of demanding toll; and the officer shall immediately after such sale, deliver to the purchaser full possession of all the toll houses and gates belonging to such corporation, in whatever county the same may be situated; and the purchaser may thereupon demand and receive all the toll which may accrue during the time limited by the terms of his purchase, in the same manner, and under the same regulations as such corporation was before authorized to demand and receive the same.

Power of purchaser and his assigns to recover penalties.

(354.) SEC. XVI. Any person who may have purchased, or shall hereafter purchase under the provisions of this chapter, the franchise of any turnpike or other corporation, and the assignees of such purchaser may recover in a civil action, any penalties imposed by law for an injury to the franchise, or for any other cause, and which such corporation would have been entitled to recover, during the time limited in the said purchase of the franchise; and during that time the corporation shall not be entitled to prosecute for such penalties.

Liabilities of corporation after sale.

(355.) SEC. XVII. The corporation whose franchise shall have been sold as aforesaid, shall in all other respects, retain the same powers, and be bound to the discharge of the same duties, and liable to the same penalties and forfeitures, as before such sale.

How corporation may redeem franchise.

(356.) SEC. XVIII. Such corporation may, at any time within one year after such sale, redeem the franchise, by paying or tendering to the

purchaser thereof, the sum that he shall have paid therefor, with twelve per cent. interest thereon, but without any allowance for the toll which he may have received; and upon such payment or tender, the said franchise and all the rights and privileges thereof, shall revert and belong to said corporation, as if no such sale had been made.

(357.) SEC. XIX. Whenever any damage may have been, or may hereafter be assessed in favor of any person, for any injury sustained in his property by the doings of any such turnpike or other corporation, authorized to receive toll or pay for the transportation of persons or property, and the said damages shall remain unpaid, for the space of thirty days after such assessment, such person may have a warrant of distress against such corporation, for the damages assessed, together with interest thereon; and his reasonable costs and the same proceedings shall be had thereon, and with the same effect, as upon an execution issued upon a judgment against such corporation.

Corporation liable to warrant of distress for damages assessed.

(358.) SEC. XX. All the proceedings aforesaid, respecting the levy of executions, may be had in any county in which either the creditor or the president, or any director, or the treasurer, or clerk of the corporation may reside, or in which such corporation has personal or real estate.

In what county proceedings on execution may be had.

(359.) SEC. XXI. When the officers or members of a corporation, or any of them, are liable for any debts of the corporation, or for any act of such officers or members, respecting the business of the corporation; and also when any of the said officers or members, shall be liable to contribute for money paid by any other or others of them, on account of any such debts or acts, the money may be recovered by a bill in chancery; and the said court may make all such orders and decrees therein as may be necessary to do justice between the parties; but nothing in this section contained, shall prevent suits in any such case from being brought in a court of law.

Proceedings against corporations or its members, or for contribution, may be in law or equity.

(360.) SEC. XXII. It shall be the duty of the attorney general, whenever and as often as shall be required by the governor, to examine into the affairs and conditions of any corporation in this territory, and report such examination in writing, together with a detailed statement of facts to the governor, who shall lay the same before the legislature; and for that purpose the said attorney general shall have power to administer all necessary oaths to the directors and officers of any corporation, and to examine them on oath, in relation to the affairs and condition thereof, and to examine the vaults, books, papers and documents belonging to such corporation, or pertaining to its affairs and condition; and the legislature, or either branch thereof, shall have full power to examine into the affairs and condition of any corporation in this territory, and at all times; and for that purpose any committee appointed by the legislature, or either branch thereof, shall have full power to administer all necessary oaths to the directors, officers, and stockholders of such corporation, and to examine them on oath, in relation to the affairs and condition thereof, and to examine the vaults, safes, books, papers and documents belonging to such corporation, or pertaining to its affairs and condition, and to compel the production of all keys, books, papers, and documents by summary process, to be issued on application to any court of record, or any judge thereof, under such rules and regulations as the said court may prescribe.

Powers and duties of attorney general relative to examining into condition of corporations.

Same as to committee appointed by legislature.